gradiente Infotainment Limited

Date: 07th September, 2026

To

The National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai -400051 Symbol: GRADIENTE	The Listing Department, The Calcutta Stock Exchange Ltd, 7 Lyons Range, Dalhousie, Kolkata-700001, (CSE Scrip Code: 10032161)

Dear Sir/Madam,

SUBJECT: INTIMATION AND SUBMISSION OF NOTICE OF 34TH ANNUAL GENERAL MEETING (AGM)

Dear Sir/Madam,

Pursuant to Regulation 30 and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the 34th Annual General Meeting of the Company is scheduled to be held on Wednesday, the 30th day of September 2026 at 12:00 Noon at Corporate office of the Company situated at 508, 05th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081.

This is to inform you that pursuant to Section 91 of the Companies Act. 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2026 to 30th September 2026 (both days inclusive) for the purpose of the 34th Annual General Meeting of the Company.

The members are provided with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the Notice of 34th AGM. The Company has fixed 23rd September 2026 as the “Cut-off Date” for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the 34th AGM or to attend the AGM.

The remote e-voting period begins on 27th September, 2026 at 9:00 A.M. and ends on 29th September, 2025 at 5:00 P.M.

You are requested to take the same on record.

Thanking you

For **Gradiente Infotainment Limited**

VIMAL RAJ MATHUR

Digitally signed by VIMAL RAJ MATHUR
Date: 2026.09.07 20:05:02 +05'30'

Gradiente Infotainment Limited Hyd.

Vimal Raj Mathur
Managing Director
(DIN-03138072)

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Shareholders of M/s. Gradiente Infotainment Limited will be held on Wednesday, the 30th day of September 2026 at 12:00 Noon at Corporate office of the Company situated at 508, 05th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081, to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEETS AS AT MARCH 31, 2026, THE STATEMENTS OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE NOTES ATTACHED THERETO, ALONG WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.**

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

   "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2026 including Balance Sheets, Statements of Profit and Loss Account and Cash Flow Statements for the year ended as on that date together with the notes forming part of accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Members be and are hereby approved and adopted."

2. **RE-APPOINTMENT OF MRS. SUNITEE RAJ (DIN: 05223416) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT:**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Sunitee Raj (DIN: 05223416) who retires by rotation at the 34th AGM and being eligible, offers herself for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. **APPOINTMENT OF M/S. SUNIT M CHHATBAR & Co, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 141068W) AS THE STATUTORY AUDITORS OF THE COMPANY.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. SUNIT M CHHATBAR & Co, Chartered Accountants (Firm Registration No. 141068W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM of the Company, i.e. from the financial year 2026-27 to 2030-31, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES

*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 Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, (as amended from time to time), issued by Reserve Bank of India ("RBI"), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy (effective October 15, 2020), as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, as amended, ("FEMA NDI Rules") and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), RBI, the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited, Calcutta Stock Exchange Ltd (together the "Stock Exchanges") and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to raise funds by way of issuance of equity shares, preference shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (in one or more tranches) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities") including swap option or any other methods or combinations thereof, listed or unlisted, at the option of the Company and/ or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities shall not exceed **USD 110 Million (US Dollars One Hundred and Ten Million only)** or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion;

RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of such Securities and the pricing shall be determined by the Board or any Committee duly authorised by the Board, in accordance with the provision of the FCCB Scheme;

RESOLVED FURTHER THAT the Board or any committee duly authorized by the Board, be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board or any committee duly authorized by the Board, may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee duly authorized by the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing securities of the Company in all respects, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board or any committee duly authorized by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, face value of securities, issue price, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek 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 thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

5. **INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA.**

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 applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "Companies Act") and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company ("Board"), the aggregate limit of investment by the Non-resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, is increased from 10% to 24% of the total paid-up equity share capital of the Company or such other limit as may be stipulated by RBI, from time to time and the aggregate limit of investment by the Foreign Portfolio Investors ("FPI") together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 is increased from 24% to Sectoral cap Percentage of the total paid-up equity share capital of the Company, as may be applicable.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution."

6. **TO CONSIDER AND ENHANCE THE BORROWING LIMIT OF THE COMPANY OVER AND ABOVE THE LIMIT AS PRESCRIBED UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013:**

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

"RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the Memorandum of Association and Articles of

Association of the Company, the consent of the Shareholders be and is hereby accord to the Board of Directors of the Company, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors may determine, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] shall not exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of **Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crores only).**

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

7. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. VIMAL RAJ MATHUR (DIN: 03138072) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER 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 Sections 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Vimal Raj Mathur (DIN: 03138072) as Managing Director, designated as Managing Director and Chief Executive Officer of the Company, not liable to retire by rotation, for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031 ("Term"), upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the managing director.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to sign and further to execute all the necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

8. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. SUDHEEP RAJ MATHUR (DIN 03138111) AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, as amended from time to time, pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including Regulation 17(1C) thereof, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sudheep Raj Mathur (DIN: 03138111) as Whole-time Director and Chief Financial Officer of the Company, for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031 ("Term"), on such terms and conditions, as may be approved by the Board of Directors and set out in the explanatory statement annexed to the Notice convening this General Meeting.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Ministry of Company Affairs."

9. APPOINTMENT OF M/s APARNA TRIPATHI & ASSOCIATES, COMPANY SECRETARIES, (FIRM REGISTRATION NO S2023MH956300), AS THE SECRETARIAL AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") read with Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Aparna

Tripathi & Associates, Company Secretaries (Firm Registration No S2023MH956300), be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 01, 2026 to March 31, 2031 ('the Term'), on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

For and on behalf of the Board of
Gradiente Infotainment Limited

Sd/-
Vimal Raj Mathur
Managing Director
(DIN: 03138072)

Place: Hyderabad
Date: 07-09-2026

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   Pursuant to the provisions of the Companies Act 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights

2. The Register of members and share transfer books of the company will remain closed from 24-09-2025 to 30-09-2025 (both days inclusive) for the purpose of annual closure.

3. Members / Proxies should bring the attendance slips duly filled in, sent herewith along with the Notice of the AGM at the Meeting and signed for attending the meeting.

4. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.

5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in the prescribed form.

6. In case of Joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will entitled to vote.

7. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to M/s Purva Sharegistry (India) Pvt Ltd /the Company by sending a duly signed letter along with self-attested copy of Pan Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook /Statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participants.

8. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, M/s Purva Sharegistry (India) Pvt Ltd, Unit no. Shiv Shakti Ind. Estt, J .R. Borichamarg, Lower Parel (E), Mumbai 400 011

9. In accordance with the MCA Circulars and Circular issued by the Securities and Exchange Board of India ("SEBI") vide SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022, the notice of the 34th Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2025-26 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

10. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

11. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2025-26 will also be available on the Company's website www.gradientinfotainment.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Saturday. Even after registering for E- communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID respectively: shareholders@gradientinfotainment.com and support@purvashare.com.

12. The Company (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5.00 p.m. on the date preceding the AGM. Accordingly, the e-voting will be available at the https://www.evoting.nsdl.com. The remote e-voting period will commence at 9.00 AM (IST) on 27th September, 2026 and will end at 5.00 PM (IST) on 29th September, 2026. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be displayed by NSDL for e-voting thereafter. Once the vote on a resolution is cast by a member shall not be allowed to change subsequently.

13. The member(s) who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their notice, the Company is enclosing a Ballot form with the Notice. Resolution(s) passed by the members through ballot forms, remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.

14. Members are requested to quote their Registered Folio No. in all correspondence(s) with the Company.

15. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through ballot paper.

16. A person, whose name recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the 23rd September, 2026 only shall be entitled to avail the facility of remote e-voting as well voting at the AGM through ballot paper.

17. Mr. CS. N. Phani Chakravarthy, Practicing Company Secretary (Membership No. 32380) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

18. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

19. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and hereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gradientinfotainment.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and CSE stock exchanges.

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

The remote e-voting period begins on 27th September, 2026 at 9:00 A.M. and ends on 29th September, 2025 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. 23rd September 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 23rd September 2026.

The EVEN Number of "Gradiente Infotainment Limited" is 142444 ____________

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 2. 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. 3. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 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

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***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.

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 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.

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 cspchakravarthy@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 and 022 - 2499 7000 or send a request at 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 shareholders@gradientinfotainment.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shareholders@gradientinfotainment.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting 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.

ANNEXURE TO THE NOTICE

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

IN RESPECT OF ITEM NO. 3: APPOINTMENT OF M/s. SUNIT M CHHATBAR & Co, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 141068W) AS THE STATUTORY AUDITORS OF THE COMPANY.

The Board of Directors of the Company (the Board), at its meeting held on 07th September, 2026, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. SUNIT M CHHATBAR & Co, Chartered Accountants (Firm Registration No. 141068W) as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM of the Company, i.e. from the financial year 2026-27 to 2030-31, on such proposed remuneration of Rs. 2,75,000/- plus applicable taxes and out of pocket expenses, with the authority to the Audit Committee and Board of Directors of the Company to vary the said remuneration in consultation with the Auditors and duly approved by the Board of Directors of the Company, from time to time.

Accordingly, M/s. SUNIT M CHHATBAR & Co have consented to their appointment as Statutory Auditor of the Company and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. They have also confirmed that they do not have any financial interest in or association with the Company which may lead to conflict-of-interest situations.

Brief Profile of M/s. SUNIT M CHHATBAR & Co

M/s. Sunit M Chhatbar & Co having firm Registration no 141068W is a peer reviewed firm with peer review certificate number 018746. Mr. Sunit Maganlal Chhatbar will be the signing partner for the audit of the Company. Mr. Sunit Maganlal Chhatbar is a Chartered Accountant and a commerce graduate having considerable audit and accounting experience. Mr. Sunit is regularly involved in imparting training on audit methodology and technical topics.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 03 of the Notice.

The Board recommends Ordinary Resolution set out at Item No. 03 of the Notice for approval of the Members for appointment of Statutory Auditor.

IN RESPECT OF ITEM NO. 4: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES:

Your Company is engaged in the Media & Entertainment, Digital Media, Advertising and Technology businesses, with a focus on the creation, production, distribution and monetisation of entertainment and digital content.

The Company is primarily engaged in the production of feature films, web series and digital content, including pre-production, production, post-production, VFX, editing, distribution and exhibition of films and motion pictures. The Company also undertakes the development and production of music content, including music videos, songs and other audio-visual entertainment formats, and collaborates with artists, musicians, performers, writers, directors, production houses and other industry participants.

The Company also operates in the OTT and digital entertainment space, including development, operation and management of digital platforms for hosting, distributing and monetising films, web series, music and other entertainment content. Through its digital initiatives, the Company seeks to create and distribute content across multiple digital channels and platforms and cater to the growing demand for digital and online entertainment.

In addition, the Company is engaged in digital marketing, advertising, providing integrated solutions covering advertising campaigns, digital promotion, brand communication, content marketing, social media and other promotional activities. The Company undertakes advertising and promotional campaigns through television, print, digital, audio-visual, outdoor and other media and provides related consultancy and execution services.

The Company's business also encompasses content creation and content-related services, including acting as a producer, distributor in relation to content created or supplied in various formats. We collaborate with domestic and international artists, agencies, production houses, media organisations, technology providers and other strategic partners for the creation, marketing, distribution and commercialisation of entertainment and digital content.

The Company has also incorporated Information Technology and IT-enabled services within its business activities, including software and hardware development, web-based applications, digital solutions, technology services and other IT-related activities that support its media, entertainment, advertising and digital businesses.
Overall, the Company operates across the integrated media and entertainment value chain, covering film and web-series production, music production, OTT and digital content, digital marketing, advertising, content distribution and technology-enabled services. The Company intends to leverage its capabilities across these segments to develop, produce, distribute and monetise original and acquired content across traditional as well as digital platforms in India and international markets.

Accordingly, the Board of Directors (hereinafter referred to as the 'Board') at its meeting held on August 03, 2026, has granted approval, inter-alia, by way of exploring available options for raising of funds through all permitted instruments, including but not limited to, by way of issuance of equity shares (for cash or other than cash)/ convertible bonds/ debentures/ warrants/ preference shares/ foreign currency convertible bond (FCCB) / any other equity linked securities and/ or any other securities including through preferential issue on a private placement basis, qualified institutional placement, including share swap or any other methods or combinations thereof, listed or unlisted, for an amount not exceeding USD 110 Million (US Dollar One Hundred and Ten Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, subject to such approvals as may be required including that of shareholders / regulatory and statutory approvals;

The aforementioned fund-raise is intended to strengthen the financial capabilities of the Company and support its growth, expansion and diversification plans in the Media and Entertainment sector. The proposed fund-raise will also enable the Company to pursue opportunities across various segments of the evolving Media and Entertainment ecosystem, including film and television content, digital-first and short-form content, music, OTT platforms, digital marketing, entertainment-led intellectual properties and other emerging formats of content consumption. The Company intends to leverage these opportunities to create a diversified and scalable content library and expand its presence across domestic and, where commercially viable, international markets. Through these initiatives, the Company aims to enhance its content portfolio, increase audience reach and engagement, diversify its revenue streams and establish a stronger presence across the rapidly evolving digital and entertainment landscape. The proposed fund-raise will provide the Company with greater financial flexibility to pursue opportunities arising from the continued evolution of the global Media and Entertainment industry. The Company intends to strengthen its capabilities across content creation, production, distribution and digital delivery, while exploring opportunities to broaden its audience reach and enhance its presence across multiple entertainment formats and markets.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations), and other applicable law, guidelines, notifications, rules and regulations, each as amended.
The issuance of securities may lead to the allocation of securities to investors who may or may not be members of the Company. Accordingly, the consent of the members is being sought by way of Special Resolution outlined in the Notice, in accordance with the relevant provisions of

the Companies Act, 2013, (“Act”), the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 (“Listing Regulations”), as amended and any other applicable laws / Regulations in force.

With respect to the issuance of and allotment of Securities by way of qualified institutions placement, the Board, in consultation with the lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the floor price.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company’s assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, upon approval of the shareholders, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board, decides to open the issue of such Securities, subsequent to receipt of Members’ approval in terms of the applicable laws. For the purposes of clarity: (a) In the event that Securities are issued by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board; (b) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act inter-alia provides that, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot, subject to requisite approvals.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

The Board recommends the enabling Special Resolution set out at Item No. 04 of the Notice for approval of the Members.

IN RESPECT OF ITEM NO. 5: INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "FEMA Regulations"), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Regulations, the "FEMA Laws"), all the Non Resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of the company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Further, the Foreign Portfolio Investors ("FPI") ("OCI"), together, can acquire and hold up to an aggregate limit of 24% of the paid-up equity share capital of the company. The FEMA Laws further provide that the limit of 24% can be further increased up to Sectoral Cap percentage of the total paid up capital of the company by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India.

Keeping in view the issue of FCCB, the Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the total paid-up equity share capital and the aggregate limit by Foreign Portfolio Investors in the Company from 24% to sectoral cap percentage of the total paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board commends the Special Resolution set out at Item No. 05 of the Notice for approval by the shareholders.

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. 05 of the Notice.

IN RESPECT OF ITEM NO 06: TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising funds by a way of Foreign Currency Convertible Bonds (FCCBs) (in one or more tranches) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities") and finance from Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

In accordance with the provisions of 180(1)(c) of the Companies Act, 2013, the power to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, can be exercised by the Board of Directors with the consent of the Members by a Special Resolution.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time.

The Board of Directors of the Company proposes to increase the limits to borrow money not exceeding Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crores only) therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(c) of the Companies

Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the above said Resolution set out in the Notice.

IN RESPECT OF ITEM NO:7 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. VIMAL RAJ MATHUR (03138072) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:

The Board of Directors at its meeting held on 07th September, 2026 had re-appointed Mr. Vimal Raj Mathur (holding DIN 03138072) as Managing Director and Chief Executive Officer of the Company for a period of 5 (Five) years commencing from September 7, 2026 to September 6, 2031 subject to approval of shareholders in ensuing Annual General Meeting on the terms and conditions as set out in the resolution.

Mr. Vimal Raj Mathur (DIN 03138072) is currently the Managing Director and CEO of the Company and also a promoter of the Company. He is a postgraduate in Mass Communication from Osmania University and his professional journey began with international exposure at Grant Kenyon & Eckhaedt (GKE), where he developed deep expertise in global branding and integrated media solutions. He has been the architect of our Company’s projects and expansion strategy. His unique ability to align marketing objectives with storytelling innovation helped position many early-stage brands into market leaders. His work in advertising laid the creative and operational foundation that later evolved into one of India’s most agile and dynamic content enterprises.

He is a visionary leader, creative entrepreneur, and strategic media architect with over three decades of excellence in the entertainment and communications industry. As the Chairman and Managing Director of Gradiente Infotainment Ltd, he has transformed the company into a diversified multimedia powerhouse, bridging traditional storytelling with next-generation platforms and international markets.

Terms of Re-appointment

Particulars	**Details**
Designation	Managing Director and Chief Executive Officer
Tenure	5 (Five) years commencing from September 7, 2026 to September 6, 2031
Retirement by Rotation	Not liable to retire by rotation
Remuneration	Rs. 12,00,000 per Annum (Rupees Twelve Lakhs per annum only)
Perquisites	Transportation Expenses, communication expenses and such other perquisites as per Company policy, subject to Schedule V of the Companies Act, 2013
Overall Remuneration Cap	Within the limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 upto the amount as set out in this Notice.

Where in any financial year during the tenure of the Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director, the above remuneration as the minimum remuneration in accordance with Schedule V of the Act.

Mr. Vimal Raj Mathur satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013, for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the said Act.

Brief resume and other details of Mr. Vimal Raj Mathur are provided in Annexure A to this Notice pursuant to the provision of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution no. 7 as set out in this notice, for the approval of the shareholders as a Special Resolution.

Except Mr. Vimal Raj Mathur and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested in the resolution.

IN RESPECT OF ITEM NO.08 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. SUDHEEP RAJ MATHUR (DIN 03138111) AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

The Board of Directors at its meeting held on 07th September, 2026 had re-appointed Mr. Sudheep Raj Mathur (holding DIN 03138111) as Whole Time Director and Chief Financial Officer of the Company for a period of 5 (Five) years commencing from September 7, 2026 to September 6, 2031 subject to approval of shareholders in ensuing Annual General Meeting on the terms and conditions as set out in the resolution.

Considering his experience, knowledge and contribution towards the growth and development of the Company, the Board is of the view that his continued involvement in the management of the Company in the capacity of Whole-time Director would be in the best interests of the Company.

Terms of Re-appointment

Particulars	**Details**
Designation	Whole Time Director and Chief Financial Office
Tenure	5 (Five) years commencing from September 7, 2026 to September 6, 2031
Remuneration	Rs. 9,00,000 per Annum (Rupees Nine Lakhs per annum only)
Perquisites	Transportation Expenses, communication expenses and such other perquisites as per Company policy, subject to Schedule V of the Companies Act, 2013
Overall Remuneration Cap	Within the limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 upto the amount as set out in this Notice.

Brief resume and other details of Mr. Sudheep Raj Mathur are provided in Annexure A to this Notice pursuant to the provision of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution no. 8 as set out in this notice, for the approval of the shareholders as a Special Resolution.

Except Mr. Sudheep Raj Mathur and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested in the resolution.

IN RESPECT OF ITEM NO.09: APPOINTMENT OF M/s APARNA TRIPATHI & ASSOCIATES, COMPANY SECRETARIES, (FIRM REGISTRATION NO S2023MH956300), AS THE SECRETARIAL AUDITORS OF THE COMPANY.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on September, 07, 2026 have approved subject to approval of Members, appointment of M/s Aparna Tripathi & Associates, Company Secretaries, (Firm Registration No S2023MH956300) represented by Ms. Aparna Tripathi, a peer reviewed Practicing Company Secretary (Membership No. A67594, CP No. 25278). (Peer review Number 7676/2026) as Secretarial Auditors for a term of 5(Five) consecutive years from April 01, 2026 till March 31, 2031 on such proposed remuneration of Rs. 3,00,000/- plus applicable taxes and out of pocket expenses, with the authority to the Board of Directors of the Company to vary the said remuneration in consultation with the Auditors and duly approved by the Board of Directors of the Company, from time to time.

Credentials of the Secretarial Auditor

Ms. Aparna Tripathi, Company Secretary, with (Membership No. No. A67594, CP No. 25278). (Peer review Number 7676/2026), specializes in providing comprehensive services in corporate laws, secretarial audits, advisory, etc. Ms. Aparna Tripathi has given her consent to act as Secretarial Auditors of the Company and confirmed that her appointment, if approved would be within the prescribed limits and that she is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI (LODR).

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 09 of the Notice.

The Board recommends Ordinary Resolution set out at Item No. 09 of the Notice for approval of the Members for appointment of Secretarial Auditor.

ANNEXURE-I TO ITEM NO. 7 & 8 OF THE NOTICE

Details required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be re-appointed at the ensuing AGM and their Brief Resume have been provided under the Explanatory Statement annexed to this Notice. The other Information/Disclosure in compliance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India have been provided herein below:

Particulars	**Item No. 07**	**Item No. 08**
Name of the Director	**Mr. Vimal Raj Mathur**	**Mr. Sudheep Raj Mathur**
Designation	Managing Director and CEO	Whole Time Director & CFO
DIN	03138072	03138111
Date of Birth	10-05-1958	10-11-1973
Age	68 years	53 years
Date of First Appointment on the Board	02-06-1992	09-08-2001
Qualification and Experience	He is a postgraduate in Mass Communication from Osmania University and his professional journey began with international exposure at Grant Kenyon & Eckhaedt (GKE), where he developed deep expertise in global branding and integrated media solutions.	He is a B.Com graduate and having experience of more than 20 years. He has been actively involved in overseeing the financials operations and ensuring efficient implementation of the company's business strategy.
Expertise in specific functional area	Media And Entertainment Industry	Media And Entertainment Industry
Relationships between Directors inter se	Mr. Vimal Raj Mathur is husband of Mrs. Sunitee Raj who is a director of the Company	Mr. Sudheep Raj Mathur is Cousin of Mr. Vimal Raj Mathur, who is the manging Director of the Company
Name of the Listed entities in which the person also holds the directorship and the membership of the	None	None

committees of the Board along with the Listed entities		
Number of shares held in the Company	3,03,23,157 equity shares	11,00,333 equity shares
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	He has been the architect of our Company's projects and expansion strategy. His unique ability to align marketing objectives with storytelling innovation helped position many early-stage brands into market leaders. His work in advertising laid the creative and operational foundation that later evolved into one of India's most agile and dynamic content enterprises. He is a visionary leader, creative entrepreneur, and strategic media architect with over three decades of excellence in the entertainment and communications industry	He enriched experience in the various segments of finance would help the Company to prosper in the industry by maintaining financial discipline.