



**LCC**<sup>®</sup> Infotech Limited

Enriching Lives 

January 9, 2026

**Listing Department,  
National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor,  
Bandra Kurla Complex,  
Mumbai-400051

**Listing Department,  
BSE Limited**  
P.J. Towers,  
Dalal Street,  
Mumbai-400001

**Symbol: LCCINFOTEC**

**Scrip Code: 532019**

Dear Sir / Madam,

**Sub: Notice of the Extra-Ordinary General Meeting (EOGM) of the Company.**

With reference to the above subject and pursuant to Regulation 30 of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III, we are enclosing herewith Notice of the EOGM of the Company scheduled to be held on Monday, February 2, 2026 at 11.30 a.m. (IST) via Video Conference (“VC”) / Other Audio Visual Means (“OAVM”).

The said Notice of EOGM is also available on the website of the Company at <https://www.lccinfotech.in/admin/uploads/shareholder/DD-20260108-1767864079.pdf>

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Kindly take the above information on records and disseminate.

Thanking you,

Yours faithfully

**For, LCC Infotech Limited**

SHREERAM  
AM  
BAGLA

**Shreeram Bagla  
Managing Director  
DIN: 01895499**

**Regd. Office :** P-16, C.I.T. Road, Kolkata – 700 014, **CIN : L72200WB1985PLC073196**  
**Corporate Office :** “Chatterjee International Centre, 13<sup>th</sup> Floor, Room No. A-7,  
33A, Chowringhee Road, Kolkata – 700071, West Bengal  
**Email :** [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in), **URL :** [www.lccinfotech.in](http://www.lccinfotech.in)

## Notice

**Notice** is hereby given that the Extra Ordinary General Meeting of the Members of LCC Infotech Limited will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Monday, 02nd February, 2026 at 11.30 A.M. to transact the following Businesses:

### **Special Business:**

#### **1. Alteration of Object Clause of the Memorandum of Association (“MoA”) 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 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and such other Rules and Regulations, as may be applicable and subject to all necessary approvals, consents, permissions, and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies and other necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, which the Board of Directors is authorised to accept, as it may deem fit, consent of the Members of the Company be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association (“the MOA”) of the Company and incorporate following object clauses in substitution of the existing clauses :

1. To carry on the business of music creation and publishing, audio and audio-visual recording, and cinematograph trade and industry in all its branches, including production, distribution, exhibition, exploitation, import and export of songs, music videos, films, motion pictures, telefilms, documentaries, TV serials and advertising films in all languages; to own, operate and manage cinemas, theatres, studios and other places of entertainment and amusement; to act as producers, distributors, buyers and sellers of films, records and recording media and related rights; and to carry on the business of TV airtime sales, advertisement marketing, and publishing, printing and distribution of books, periodicals, magazines and newspapers in India and abroad.
2. To carry on the business of designing, manufacturing, producing, assembling, altering repairing, buying, selling, packing, transporting, distributing, import, export of all types of ornaments, jewels, gemstones & to carry on in India or elsewhere the business to prepare, cut, polish, set, design, display, exchange, examine, finish, and establishing support services but not limited to Research & Development, transports, maintenance of information systems & consultants for the aforementioned services & businesses.
3. To carry on the business of builders, developers, constructors, contractors, and project managers for residential, commercial, industrial, and infrastructure projects, including the construction, development, renovation, alteration, maintenance, and demolition of buildings and civil structures; to acquire, develop, lease, sell, or otherwise deal in land and immovable properties for construction purposes; to undertake turnkey and civil

engineering works; and to purchase, manufacture, supply, import, export, or otherwise deal in construction materials, machinery, and equipment necessary for carrying on the said business.

4. To carry on the business of tours and travel management, including organizing and operating domestic and international tours, providing travel consultation and customized itineraries, booking transportation services (air, sea, rail, and road), arranging accommodations (hotels, resorts, homestays, etc.), offering visa and passport assistance, facilitating travel insurance, and promoting tourism through various marketing and digital platforms. The company shall also engage in ticketing, corporate travel management, event and conference arrangements, special interest tours, MICE (Meetings, Incentives, Conferences, and Exhibitions) services, and collaborate with travel and hospitality service providers, including airlines, railways, cruise operators, and destination management companies to offer comprehensive travel solutions for individuals, families, and corporate clients.

**“RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the objects clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company (including its Committee thereof) and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to file necessary form(s) with the Registrar of Companies and settle any doubt or question arising with regards to the aforesaid resolution and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same and to do all such acts, deeds, matters & things and take all steps as be necessary, proper or expedient to give effect to this resolution.”

## **2. To Shift the Registered office of the Company from State of West Bengal to State of Gujarat:**

To consider and, if thought fit, to pass, with or without modification(s), the following Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 12, 13 and any other provisions applicable, if any, of the Companies Act, 2013 read with rules made thereunder (“the Act”) and the relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government and such other approval(s), permission(s), sanction(s) and condition(s) as may be required from time to time under the provisions of the Act or under any other law for the time being in force, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of West Bengal (i.e. P- 16, C.I.T. Road P S Entally, Kolkata, West Bengal, India - 700014) to State of Gujarat and existing Clause II of the Memorandum of Association of the Company be substituted and replaced by the following clause.

II. The Registered Office of the Company will be situated in the State of Gujarat.

**“RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from P- 16, C.I.T. Road P S Entally, Kolkata, West Bengal, India - 700014, India to the state of Gujarat.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, filings, submissions, matters and things as deemed necessary and to sign/ execute and file/ submit all such documents, instruments, writings and returns with the Registrar of Companies (RoC) and any other statutory authority (ies), for the purpose of giving effect to this resolution with requisite professional assistance.

### 3. Increase in Authorised Share Capital of the Company

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or reenactment thereof), consent of shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing of Rs. 51,00,00,000/- (Rupees Fifty-One Crores Only) divided into 25,50,00,000 (Twenty-Five Crore Fifty Lakhs) Equity Shares of Rs.2/- (Two) each to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crores) Equity Shares of Rs. 2/- (Two) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

*The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Cores) Equity Shares of Rs. 2/- (Two) each.*

**RESOLVED FURTHER THAT** any directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

### 4. Issue of 4,20,00,000 Equity Shares of the Company on a Preferential basis:

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

**“RESOLVED THAT** pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or reenactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange

Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the SEBI Listing Regulations') and the Listing Agreement entered into by the Company with the Stock Exchanges (i.e., BSE Limited and National Stock Exchange of India Limited) where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 4,20,00,000 Equity Shares at an issue Price of Rs. 3.55/- per Equity Share (which includes Rs. 2/- face value and Rs. 1.55/- premium per share), aggregating to Rs. 14,91,00,000/- (Rupees Fourteen Crores Ninety One Lakhs Only) to Mr. Kunjit Maheshbhai Patel who is proposed to be classified as Promoter pursuant to Open offer under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ('the SEBI SAST Regulations'), on a preferential basis to the proposed allottee as mentioned below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

Sr. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	PAN	Category
1.	Kunjit Maheshbhai Patel	4,20,00,000	APLPP0167P	*Currently – Non-Promoter, Post Open Offer Promoter
<b>Total</b>		<b>4,20,00,000</b>		

**\*Pursuant to the proposed Preferential Issue of Equity Shares and SPA (Share Purchase Agreement) which triggers the Open Offer obligations, the Proposed Allottee will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and thus, is proposed to be classified as the Promoter of the Company.**

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Friday, 02nd January, 2026 (As the relevant date falls on a Saturday, the preceding date is considered the relevant date), being the date 30 days prior to the date of this Extra-Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity

Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days. However, In accordance with Regulation 170 (3) of SEBI ICDR Regulations, since the proposed preferential allotment attracted obligation to make an open offer under SEBI SAST Regulations, if offer is made under sub-regulation (1) of regulation 20 of the SEBI SAST Regulations, fifteen days shall be considered from the expiry of the period specified in sub regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI SAST Regulations.
- iii. Allotment shall only be made in dematerialized form;
- iv. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to them Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification

to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

#### 5. Issue of 22,56,05,633 Convertible Warrants on Preferential Basis:

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or reenactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘the SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the SEBI Listing Regulations’) and the Listing Agreement entered into by the Company with the Stock Exchanges (i.e., BSE Limited and National Stock Exchange of India Limited) where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 22,56,05,633 Convertible Warrants at an issue price of Rs. 3.55/- (Three Rupees and Fifty-Five Paise) per Equity Share (which Includes Rs. 2/- face value and Rs. 1.55/- Premium Per Equity Share), aggregating up to Rs. 80,08,99,997.15/- (Rupees Eighty Crores Eight Lakhs Ninety Nine Thousand Nine Hundred Ninety Seven and Fifteen Paise Only) to Non-Promoters Category, on a preferential basis to the proposed allottees as mentioned below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

Sr. No.	Name of Proposed Allottees	No. of Warrants to be issued	PAN	Category
1.	Kushang Surendrakumar Thakkar	1,95,00,000	AFVPT4764N	Non-Promoter
2.	Thakor Nayana Chandubhai	1,95,00,000	CGQPC7218A	Non-Promoter
3.	Amit Punambhai Parmar	15,00,000	APSPP7290J	Non-Promoter
4.	Prakashkumar Hiralal Parekh	50,00,000	ADAPP3077D	Non-Promoter
5.	Neetaben Hasmukhbhai Valand	6,21,127	BIZPV0048P	Non-Promoter
6.	Venkata Sai Teja Sampathi	15,00,000	JHUPS0941E	Non-Promoter
7.	Alakh Vasantbhai Mangroliya	1,00,00,000	DDVPM3769R	Non-Promoter

8.	Vrutika Kishorbhai Siyani	1,00,00,000	ISUPS2212E	Non-Promoter
9.	Madhu Nanji Vekaria	1,00,00,000	AATPV7121L	Non-Promoter
10.	Lekhaben Pavankumar Trivedi	17,21,127	AFXPT8301F	Non-Promoter
11.	Sanket Vijay Maheshwari	14,00,000	BAFPM8377J	Non-Promoter
12.	Vadith Tapadia	1,15,00,000	AGEPT4167H	Non-Promoter
13.	Jaksh Financials Private Limited	48,75,000	AAFJ4054P	Non-Promoter
14.	Aanshi Tradelink	1,95,00,000	ACLFA2014P	Non-Promoter
15.	Kunal Bipinchandra Mehta HUF	48,75,000	AAIHK2982B	Non-Promoter
16.	Poojan Keyurbhai Mehta HuF	48,75,000	AASHP8785P	Non-Promoter
17.	Keyur B Mehta HUF	48,75,000	AAGHK6849D	Non-Promoter
18.	Shubham Rameshbhai Gajera	97,50,000	CCZPG0518C	Non-Promoter
19.	Hiralben Rajubhai Kanade	56,23,709	JWBPK1963A	Non-Promoter
20.	Nevil Jayeshbhai Kamdar	89,50,000	CUYPK8606G	Non-Promoter
21.	Rameshbhai Arjanbhai Gajera	97,50,000	AECPG8491D	Non-Promoter
22.	Dhruvi Dalsukhbhai Virani	1,20,47,417	BUEPV0224J	Non-Promoter
23.	Hardik Vijaybhai Panchal	2,83,930	AQPPP6559G	Non-Promoter
24.	Hardik Vijaykumar Panchal HUF	1,43,085	AAFHH5468C	Non-Promoter
25.	Ashlesh Vasantbhai Shah	2,83,930	EVVPS8946F	Non-Promoter
26.	Ashlesh Vasantbhai Shah HUF	1,43,085	AASHA7545L	Non-Promoter
27.	Shivani Parth Shah	5,65,620	HVSPS0710P	Non-Promoter
28.	Parth Mangaldas Shah	5,65,620	ETUPS0111R	Non-Promoter
29.	Aakashi Nishith Mehta	4,24,775	ETTPS9491D	Non-Promoter
30.	Alkaben Mangaldas Shah	4,24,775	AFQPS3460M	Non-Promoter
31.	Mangaldas Jayantilal Shah	5,65,630	ADKPS5386E	Non-Promoter
32.	Mangaldas Jayantilal Shah HUF	4,24,775	AAHHM0193B	Non-Promoter
33.	Parth Mangaldas Shah HUF	4,24,775	AARHP7948D	Non-Promoter
34.	Chetana Rohitbhai Shah	60,00,000	ACIPS7979N	Non-Promoter
35.	Rohit Dalpatbhai Shah	60,00,000	ACNPS4407L	Non-Promoter
36.	Chinulal Mansukhlal Shah	35,00,000	BLBPS9359B	Non-Promoter
37.	Jainav Shah	35,00,000	RRHPS3401L	Non-Promoter
38.	Rajdev Tejas Rajsh HUF	33,25,000	AASHR5449A	Non-Promoter
39.	Rajdev Tejas Rajeshbhai	80,00,000	ALEPR7607P	Non-Promoter
40.	Seema Tejas Rajdev	80,00,000		Non-Promoter
41.	Nilaykumar Pannalal Soni HUF	35,46,125	AAKHN3000R	Non-Promoter
42.	Jalpa Nilaykumar Soni	21,21,128	BOYPS3533P	Non-Promoter
<b>TOTAL</b>		<b>22,56,05,633</b>		

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is Friday, 02nd January, 2026 (As the relevant date falls on a Saturday, the preceding date is considered the relevant date), being the date 30 days prior to the date of this Extra-Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the preferential issue of Convertible Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a. The Convertible Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. Minimum amount of Rs. 20,02,25,000/- (Rupees Twenty Crores Two Lakhs Twenty-Five Thousand Only), which is equivalent to 25% of the Convertible Warrants Issue Price shall be paid at the time of subscription and allotment of each Convertible Warrant. The Convertible Warrant holder will be required to make further payments of Rs. 60,06,74,997.15/- (Rupees Sixty Crores Six Lakhs Seventy-Four Thousand Nine Hundred Ninety-Seven and Fifteen Paise Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Convertible Warrant(s) to subscribe to equity share(s).
- c. The Convertible Warrants shall not carry any voting rights until they are converted into equity shares.
- d. The right attached to Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Convertible Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e. The tenure of Convertible Warrants shall not exceed 18 (eighteen) months from the date of allotment of Convertible Warrants. If the entitlement against the Convertible Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g. The Convertible Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h. The Convertible Warrants by itself, until converted into Equity Shares, do not give to the Warrant holders any voting rights in the Company in respect of such Warrants. However,

warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

- i. The equity shares allotted upon conversion of the Convertible Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Convertible Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to them Convertible Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Convertible Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**6. Regularization of Appointment of Mr. Akhilkumar Dilipbhai Kotak (DIN: 11462460) as an Executive Director of the Company.**

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and

Qualification of Directors) Rules, 2014, Schedule V of the said Act and Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mr. Akhilkumar Dilipbhai Kotak (DIN: 11462460), who was appointed as an Additional Director (Executive) by the Board of Directors with effect from 03<sup>rd</sup> January, 2026, and who holds office up to the date of this General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby regularized and approved as an Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.”

**7. To approve power to Borrow Funds pursuant to the provisions of Section 180(1) (C) of the Companies act, 2013, not exceeding Rs. 250 Crores:**

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or reenactments thereof), and the relevant regulations/directions as may be prescribed by the National Housing Bank and Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors 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 upto 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. 250/- Crores (Rupees Two Hundred and Fifty Crores only).

**RESOLVED FURTHER THAT** the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby

authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required and filing of relevant forms with the jurisdictional Registrar of Companies.”

**8. To approve Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013.**

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 (“the Act”), read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Companies (Amendment) Act, 2017, the consent of the member be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, and entities which are controlled by directors of Company, being entities covered under the category of ‘a person in whom any of the Director of the Company is interested’ as specified in the explanation to subsection 2 of the said Section, upto an aggregate sum of Rs. 250/- Crores (Rupees Two hundred Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to

any Committee thereof or to the Managing Director(s) or Whole Time Director or Company Secretary, to give effect to the aforesaid resolution.”

**Date : 03<sup>rd</sup> January, 2026**

**Place : Kolkata**

**By order of the Board  
For, LCC Infotech Limited  
Sd/-**

**Shreeram Bagla  
Managing Director  
DIN: 01895499**

**Note:**

1. In view of the massive outbreak of Covid-19 and its continuous spread, the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (SEBI) vide their respective Circulars issued from time to time since March, 2020 (hereinafter collectively referred to as “the Circulars”) permitted the holding of the General Meeting (“GM”) by the company through VC/OVAM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Circulars, this EGM of the Company is being convened and conducted through VC.
2. As per the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this EGM is being held through VC pursuant to the Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorized representatives to attend the EGM through VC and participate there at and cast their votes through e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in relation to the Special Business set out under Item No. 1 to 8 of the accompanying Notice, is annexed hereto.
4. The Members can join the EGM in the VC 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 will be made available on first come first served basis. The instructions for members for attending the EGM through VC are annexure herewith.
5. The voting rights of shareholders shall be in proportion to number of shares held in the paid-up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> January 2026 (As holiday on 26<sup>th</sup> January 2026 so the last date of Trading Day before it is 23<sup>rd</sup> January, 2026).
6. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to section 91 of the Companies Act 2013 the Register of Members and Share Transfer Registers of the Company will remain closed from 27<sup>th</sup> January 2026 to 02<sup>nd</sup> February 2026 (both days inclusive).
8. Members holding the equity shares under multiple folios in same names are requested to consolidate their holdings into one folio.
9. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on Director seeking appointment / re-appointment at this EGM is as per below:

<b>Director</b>	<b>Mr. Akhilkumar Dilipbhai Kotak</b>
<b>DIN</b>	11462460
<b>Date of Appointment</b>	03 <sup>rd</sup> January, 2026
<b>Qualification</b>	Graduate
<b>Brief Profile</b>	Mr. Akhilkumar Dilipbhai Kotak is a graduate of Saurashtra University. He was engaged in the business of retail trading from the year

	2000 to 2018. Since 2018, he has been actively working as a Director and Producer in the Gujarati film industry. To date, he has produced and directed approximately 17 Gujarati films and possesses extensive hands-on experience in movie production, with strong domain knowledge of the entertainment industry.
<b>Disclosure of relationships between Directors</b>	Mr. Akhilkumar Dilipbhai Kotak has no any Relationship between any Director of the Company
<b>Shareholding, if any, in the Company</b>	NIL
<b>Information as required under circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE.</b>	Mr. Akhilkumar Dilipbhai Kotak is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

10. In compliance of the Circulars, the Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent to the Registrar and Share Transfer of the Company along with their folio no. and valid email address for registration. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants / Registrar and Share Transfer Agent to enable the Company to send communications electronically.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in). Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before Friday, January 23<sup>rd</sup>, 2026 through email on [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in). The same will be replied by the Company suitably.

12. As the EGM is being held through VC, the route map is not annexed to this Notice.

13. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in) or [csdhartipatel@gmail.com](mailto:csdhartipatel@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before January 29<sup>th</sup>, 2026, up to 5:00 pm without which the vote shall not be treated as valid.

14. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 02<sup>nd</sup> January 2026 are requested to send the written / email communication to the Company at [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e- voting.

15. CS Dharti Patel, Proprietor of M/s Dharti Patel & Associates, Practicing Company Secretary, (Membership No. F12801; CP No -19303), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lccinfotech.in](http://www.lccinfotech.in) and on the website of CDSL. The same will be communicated to the stock exchange where the shares of the company are listed.
17. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
18. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent / Company.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s S. K. Info solution Pvt. Ltd.
20. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: To their Depository Participants (DPs)
  - b. For shares held in physical form: To the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent individual letters to the shareholders for furnishing the required details. The details of the Registrar and Share Transfer Agents, are as under:

**M/s. S. K. Info solution Private Limited**  
D/42, Katju Nagar (Near South City Mall),  
Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata -700032  
Phone: 033-24120027 & 033-24120029, Email: skcdilip@gmail.com.

22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <http://www.lccinfotech.in> and on the website of the Company's Registrar and Transfer Agents, M/s. S. K. Info solution Private Limited, D/42, Katju Nagar (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata -700032. Phone: 033-24120027 & 033-24120029, Email: [skcdilip@gmail.com](mailto:skcdilip@gmail.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or M/s. S. K. Info solution Private Limited, for assistance in this regard.

**Instruction for e-voting and Joining Virtual meetings.**

**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. 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 to atleast 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 Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.lccinfotech.in](http://www.lccinfotech.in) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **30<sup>th</sup> January, 2026** at **09:00 AM** and ends on **01<sup>st</sup> February, 2026** at **05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23<sup>rd</sup> January, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it

has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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 to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</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; My Easi New (Token) 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</li> </ol>

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) 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 “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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>4) 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 e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) .
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant L C C Infotech Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting

may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in) . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in) . These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Process for those shareholders whose Email/Mobile No. are not registered with the Company/Depositories.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Date : 03<sup>rd</sup> January, 2026**  
**Place : Kolkata**

**By order of the Board**  
**For, LCC Infotech Limited**  
**Sd/-**

**Shreeram Bagla**  
**Managing Director**  
**DIN: 01895499**

## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 1: Alteration of Object Clause of the Memorandum of Association (“MoA”) of the Company:**

The Members are informed that the Company will undergo a change in control pursuant to the acquisition of 25% equity share capital of the Company by Mr. Kunjit Maheshbhai Patel (“Acquirer”) in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Regulations. Consequent upon the completion of the takeover after obtaining all approvals and completion of all procedures, the Acquirer Company will become the Promoter of the Company.

The Board of Directors has reviewed the long-term strategic and business plans of the Acquirer Company and has noted that the Acquirer wants to be engaged in the various business like Film and Music, Gems and Jewelry, Construction, Tours and Travels. In view of the takeover and in order to align the Company’s business strategy with the business model and operational expertise of the Acquirer, it is proposed to adopt the new object of the Acquirer Company by suitably altering the present Object Clause of the Memorandum of Association (MoA).

The proposed alteration in Clause III (A) – Main Objects of the Memorandum of Association is intended to include the following existing main object:

1. To carry on the business of music creation and publishing, audio and audio-visual recording, and cinematograph trade and industry in all its branches, including production, distribution, exhibition, exploitation, import and export of songs, music videos, films, motion pictures, telefilms, documentaries, TV serials and advertising films in all languages; to own, operate and manage cinemas, theatres, studios and other places of entertainment and amusement; to act as producers, distributors, buyers and sellers of films, records and recording media and related rights; and to carry on the business of TV airtime sales, advertisement marketing, and publishing, printing and distribution of books, periodicals, magazines and newspapers in India and abroad.
2. To carry on the business of designing, manufacturing, producing, assembling, altering repairing, buying, selling, packing, transporting, distributing, import, export of all types of ornaments, jewels, gemstones & to carry on in India or elsewhere the business to prepare, cut, polish, set, design, display, exchange, examine, finish, and establishing support services but not limited to Research & Development, transports, maintenance of information systems & consultants for the aforementioned services & businesses.
3. To carry on the business of builders, developers, constructors, contractors, and project managers for residential, commercial, industrial, and infrastructure projects, including the construction, development, renovation, alteration, maintenance, and demolition of buildings and civil structures; to acquire, develop, lease, sell, or otherwise deal in land and immovable properties for construction purposes; to undertake turnkey and civil engineering works; and to purchase, manufacture, supply, import, export, or otherwise deal in construction materials, machinery, and equipment necessary for carrying on the said business.
4. To carry on the business of tours and travel management, including organizing and operating domestic and international tours, providing travel consultation and customized itineraries, booking transportation services (air, sea, rail, and road), arranging accommodations (hotels, resorts, homestays, etc.), offering visa and passport assistance, facilitating travel insurance, and promoting tourism through various marketing and digital platforms. The company shall also engage in ticketing, corporate travel management, event

and conference arrangements, special interest tours, MICE (Meetings, Incentives, Conferences, and Exhibitions) services, and collaborate with travel and hospitality service providers, including airlines, railways, cruise operators, and destination management companies to offer comprehensive travel solutions for individuals, families, and corporate clients.

The adoption of the above objects is expected to bring operational synergy, business expansion opportunities, improved financial performance, and optimal utilization of resources under the new management. Accordingly, the Board believes that change in object clause is in the best interest of the Company and its stakeholders.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Object Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution and filing of required forms with the Registrar of Companies (ROC). In case the Company is listed, approval of the Stock Exchanges and compliance of applicable SEBI (LODR) Regulations shall also be ensured, if required.

A copy of the existing Memorandum of Association along with the proposed amendments is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Meeting and will also be available at the Meeting.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution except to the extent of their shareholding (if any) in the Company.

The Board of Directors recommends the resolution as set out in Item No. 1 for approval of the Members by way of a Special Resolution.

**Item No. 2: To Shift the Registered office of the Company from State of West Bengal to State of Gujarat:**

Members are informed that the Company is undergoing a change in control pursuant to the acquisition of 25% of the equity share capital by Mr. Kunjit Maheshbhai Patel ("Acquirer"), who is from the State of Gujarat. Upon completion of the takeover, the Acquirer will become the Promoter of the Company.

The Board of Directors has noted that the Acquirer proposes to integrate and align the administrative, corporate management, and strategic oversight of the Company from the State of Gujarat. Further, the Acquirer is located in Gujarat. In order to facilitate operational efficiency, cost reduction, and better coordination, it is considered desirable and in the best interest of the Company to shift the Registered Office from the State of West Bengal to the State of Gujarat.

The proposed shifting will enable the Company to:

- align its corporate functions and administration with the Promoter,
- ensure easier accessibility for the management and stakeholders,
- reduce administrative & operational costs,

As the shifting of the Registered Office from one State to another requires altering Clause II of the Memorandum of Association, approval of the Members by way of a Special Resolution is required under Section 12 and 13(4) of the Companies Act, 2013, subject to sanction of the Central Government (through the Regional Director). Necessary petitions and filings will be made with the jurisdictional Regional Director and Registrar of Companies after obtaining Members'

approval.

A copy of the existing Memorandum of Association along with the proposed alteration is available for inspection at the Registered Office of the Company during business hours on all working days until the date of the Meeting and will also be available at the Meeting.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in this Resolution, financially or otherwise, except to the extent of their shareholding (if any).

The Board recommends the Resolution set out in Item No. 2 of this Notice for the approval of Members by way of a Special Resolution.

### **Item No. 3: Increase in Authorised Share Capital of the Company**

For the planning of the further issue of Equity Shares and Other Securities the Board hereby decide to alteration in Capital clause by increase in authorised Share Capital of the Company subject to the approval of the Members in the General Meeting.

The existing Authorized Share Capital of the Company is Rs. 51,00,00,000/- (Rupees Fifty-One Crores Only) divided into 25,50,00,000 (Twenty-Five crores Fifty Lakhs Equity Shares of Rs. 2/- (two) each.

The Board in its Meeting held on 03rd January, 2026 approved and recommended increasing the Authorised Share Capital to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crores) Equity Shares of Rs. 2/- (two) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

A copy of the existing Memorandum of Association along with the proposed alteration is available for inspection at the Registered Office of the Company during business hours on all working days until the date of the Meeting and will also be available at the Meeting.

The Board recommends the Resolution set out in Item no. 3 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

### **Item No. 4: Issue of 4,20,00,000 Equity Shares of the Company on a Preferential basis:**

The Special Resolution contained in Item No. 4 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Act, to issue and allot upto 4,20,00,000 Equity Shares at an issue Price of Rs. 3.55/- per Equity Share (Includes Rs. 2/- face value and Rs. 1.55/- Premium per Equity Share), aggregating to Rs. 14,91,00,000/- (Rupees Fourteen Crores Ninety-One Lakhs Only) to Mr. Kunjit Maheshbhai Patel who is proposed to be classified as Promoter pursuant to an Open offer under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ('the SEBI SAST Regulations').

The preferential issue shall be made in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the SEBI ICDR Regulations) and applicable provisions of the Act. The said proposal has been considered and approved by the Board in its meeting held on 03rd January, 2026.

As per the Act and Rules made thereunder, and in accordance with the provisions of the SEBI ICDR Regulations as amended, the issue of Equity Shares on preferential basis requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The other details/disclosures of the Preferential Issue are as follows:

**1. Objects of the Preferential Allotment:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Total amount to be utilized for each of the Objects (Rs. In crore)</b>
1	Working Capital Requirements	14.91
	<b>Total</b>	<b>14.91</b>

Until the proceeds are utilized by the Company, they shall be maintained in a bank account, bank deposits, and/or fixed deposits, as deemed appropriate by the Board, in the best interest of the Company.

The Company undertakes that, until the gross proceeds are fully utilized for the Objects of the Issue, they shall not be deployed in risk-bearing or capital-eroding instruments. The proceeds will be utilized in accordance with applicable laws and regulations.

**2. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board, at its meeting held on 03rd January, 2026 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 4,20,00,000 Equity Shares at an issue Price of Rs. 3.55/- per Equity Share (includes Rs. 2/- face value and Rs. 1.55/- premium per Equity Share), aggregating to Rs. 14,91,00,000/- (Rupees Fourteen Crores Ninety-One Lakhs Only) to Mr. Kunjit Maheshbhai Patel who is proposed to be classified as Promoter pursuant to an Open offer under SEBI SAST Regulations, on a preferential basis, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**3. The class or classes of persons to whom the allotment is proposed to be made:**

The aforesaid allotment, if approved, is proposed to be issued to the individual Mr. Kunjit Maheshbhai Patel who is proposed to be classified as Promoter of the Company pursuant to an Open offer under SEBI SAST Regulations.

**4. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:**

None of the existing promoters, directors or key managerial personnel of the Company intend

to subscribe to any of Equity Shares proposed to be issued.

The Board of Directors of the Company have approved the preferential allotment to proposed allottee, i.e. Mr. Kunjit Maheshbhai Patel, who presently do not belong to promoter & promoter group category, however, Mr. Kunjit Maheshbhai Patel (referred to as 'the Acquirer') have entered into a Share Purchase Agreement ('SPA') on 03rd January, 2026 with the existing promoter group i.e., Mr. Shreeram Bagla and Ms. Rachna Suman Shaw for acquisition of 5,80,42,357 Equity Shares representing 45.85% of the existing fully diluted share capital of the Company. Additionally, the Acquirer is also being offered 4,20,00,000 equity shares through proposed preferential issue, together representing 25.38% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

Sr. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	Category
1.	Kunjit Maheshbhai Patel	4,20,00,000	Currently- non-promoter Post Open offer- Promoter
<b>Total</b>		<b>4,20,00,000</b>	

#### 5. Shareholding Pattern before and after the preferential issue:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of Shares	% of Capital	No. of Shares	% of Capital
<b>A</b>	<b>Promoter &amp; Promoter Group Holding</b>				
1	Indian:				
	Individual / Hindu Undivided Family	58042357	45.85	58042357	14.72
	Bodies corporate	-	-	-	-
	<b>Sub-Total</b>	<b>58042357</b>	<b>45.85</b>	<b>58042357</b>	<b>14.72</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>58042357</b>	<b>45.85</b>	<b>58042357</b>	<b>14.72</b>
<b>B</b>	<b>Non Promoters Holding</b>				
1	Institutional (Domestic)				
	Mutual Funds	2500	0.00	2500	0.00
	Banks	1000	0.01	1000	0.00
	NBFC Registered with RBI	56300	0.04	56300	0.01
	<b>Sub-Total (B1)</b>	<b>59800</b>	<b>0.05</b>	<b>59800</b>	<b>0.02</b>
2	Institutional (Foreign)				
	Overseas Corporate Bodies	-	-	-	-
	Foreign Portfolio Investors Category I	-	-	-	-

	Foreign Portfolio Investors Category II	-	-	-	-
3	Central Government/ State Government	-	-	-	-
4	Non- Institutional				
	Key Managerial Personnel	-	-	-	-
	Investor Education and Protection Fund (IEPF)	-	-	-	-
	Individuals – i. Individual-shareholders holding nominal share capital up to Rs. 2 lakhs.	45168146	35.68	45168146	11.46
	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	12057232	9.52	232656020	59.02
	Non - Resident Indians (NRIs)	1236074	0.98	1236074	0.31
	Bodies Corporate	5271792	4.16	10146792	2.57
	Any Other (specify)				
	HUF	3029680	2.39	25661525	6.51
	LLP and Firms	143226	0.11	19643226	4.98
	Stock Broker	1070759	0.85	1070759	0.28
	Clearing Members	13074	0.01	13074	0.00
	Trusts	113175	0.09	113175	0.03
	Client Margin Trading	388035	0.31	388035	0.10
	<b>Sub-Total (B2)</b>	<b>68491193</b>	<b>54.10</b>	<b>336096826</b>	<b>85.26</b>
	<b>Sub-Total (B=B1+B2)</b>	<b>68550993</b>	<b>54.15</b>	<b>336156626</b>	<b>85.28</b>
C	<b>Non - Promoter Non-Public Holding</b>				
	Custodian/DR Holder	-	-	-	-
	<b>Sub-Total (C)</b>	-	-	-	-
	<b>Grand Total (A + B + C)</b>	<b>12,65,93,350</b>	<b>100.00</b>	<b>39,41,98,983</b>	<b>100.00</b>

*\*(1) The above shareholding pattern has been prepared on the basis of shareholding as on 31<sup>st</sup> December, 2025.*

*\*(2) The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (22,56,05,633) will be converted into equity shares as specified in item no. 5 of Notice of Extra-Ordinary General Meeting (“EGM”)*

**Note:** The Board of Directors of the Company have approved the preferential allotment to proposed allottee, i.e. Mr. Kunjit Maheshbhai Patel, who presently do not belong to promoter & promoter group category, however, Mr. Kunjit Maheshbhai Patel (referred to as ‘the Acquirer’) have entered into a Share Purchase Agreement (‘SPA’) on 03rd January, 2026 with the existing promoter group i.e., Mr. Shreeram Bagla and Ms. Rachna Suman Shaw for acquisition of 5,80,42,357 Equity Shares representing 45.85% of the present share capital of the Company. Additionally, the Acquirer is also being offered 4,20,00,000 equity shares through proposed preferential issue, together representing 25.38% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

Accordingly, the revised post preferential shareholding pattern after completion of open offer process (including pre issue equity shares and Convertible warrants, equity shares to be acquired under SPA and preferential issue but excluding open offer Equity shares) will be as under:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of Shares	% of Capital	No. of Shares	% of Capital
<b>A</b>	<b>Promoter &amp; Promoter Group Holding</b>				
1	Indian:				
	Individual / Hindu Undivided Family	58042357	45.85	100042357	25.38
	Bodies corporate	-	-	-	-
	<b>Sub-Total</b>	<b>58042357</b>	<b>45.85</b>	<b>100042357</b>	<b>25.38</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>58042357</b>	<b>45.85</b>	<b>100042357</b>	<b>25.38</b>
<b>B</b>	<b>Non Promoters Holding</b>				
1	Institutional (Domestic)				
	Mutual Funds	2500	0.00	2500	0.00
	Banks	1000	0.01	1000	0.00
	NBFC Registered with RBI	56300	0.04	56300	0.02
	<b>Sub-Total (B1)</b>	<b>59800</b>	<b>0.05</b>	<b>59800</b>	<b>0.02</b>
2	Institutional (Foreign)				
	Overseas Corporate Bodies	-	-	-	-
	Foreign Portfolio Investors Category I	-	-	-	-
	Foreign Portfolio Investors Category II	-	-	-	-
3	Central Government/ State Government	-	-	-	-
4	Non- Institutional				
	Key Managerial Personnel	-	-	-	-
	Investor Education and Protection Fund (IEPF)	-	-	-	-
	Individuals – i. Individual-shareholders holding nominal share capital up to Rs. 2 lakhs.	45168146	35.68	45168146	11.46
	Individual – ii. Individual shareholders	12057232	9.52	190656020	48.37

	holding nominal share capital in excess of Rs. 2 lakhs.				
	Non - Resident Indians (NRIs)	1236074	0.98	1236074	0.31
	Bodies Corporate	5271792	4.16	10146792	2.57
	Any Other (specify)				
	HUF	3029680	2.39	25661525	6.51
	LLP and Firm	143226	0.11	19643226	4.98
	Stock Broker	1070759	0.85	1070759	0.27
	Clearing Members	13074	0.01	13074	0.00
	Trusts	113175	0.09	113175	0.03
	Client Margin Trading	388035	0.31	388035	0.10
	<b>Sub-Total (B)</b>	<b>68491193</b>	<b>54.10</b>	<b>294096826</b>	<b>74.60</b>
	<b>Sub-Total (B=B1+B2)</b>	<b>68550993</b>	<b>54.15</b>	<b>294156626</b>	<b>74.62</b>
C	<b>Non - Promoter Non-Public Holding</b>				
	Custodian/DR Holder	-	-	-	-
	<b>Sub-Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Grand Total (A + B + C)</b>	<b>12,65,93,350</b>	<b>100.00</b>	<b>39,41,98,983</b>	<b>100.00</b>

*\*(1) The above shareholding pattern has been prepared on the basis of shareholding as on 31<sup>st</sup> December, 2025.*

*\*(2) The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (22,56,05,633) will be converted into equity shares as specified in item no. 5 of Notice of Extra-Ordinary General Meeting ("EGM")*

*\*(3) The existing Promoter and Promoter group are proposed to be reclassified as Public Shareholders after Open Offer.*

**6. Proposed time within which the preferential issue shall be completed:**

Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of approval of the members of the Company. However, in accordance with Regulation 170 (3) of SEBI ICDR Regulations, since the proposed preferential allotment attracts an obligation to make an open offer under SEBI SAST Regulations, if offer made under sub regulation (1) of regulation 20 of the SEBI SAST Regulations fifteen days shall be considered from the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares:**

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Holding	Post-Issue Holding*	Ultimate beneficial owners/
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			No. of Shares	%	No. of Shares	%	Entities who ultimately control proposed allottees of the warrants proposed to be allotted
1.	Kunjit Maheshbhai Patel	Currently-non promoter Post Open Offer Promoter	0	0.00	100042357**	25.38**	Not Applicable

**\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (22,56,05,633) will be converted into equity shares as specified in item no. 5 of Notice of Extra-Ordinary General Meeting ("EGM")**

**\*\* Mr. Kunjit Maheshbhai Patel-the Acquirer have entered into a Share Purchase Agreement ('SPA') on 03rd January, 2026 with the existing promoter group i.e., Mr. Shreeram Bagla and Ms. Rachna Suman Shaw for acquisition of 5,80,42,357 Equity Shares.**

**8. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Kunjit Maheshbhai Patel	Currently - Non Promoter	Post Open Offer-Promoter

**9. Certificates and Valuation Report:**

The Company has received Valuation Report dated 03rd January, 2026 from Mr. Manish Santosh Buchasia, (IBBI REGISTERED VALUER) Registration No: IBBI/RV/03/2019/12235 having address at 306, "Gala Mart", Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, Independent Registered Valuer.

The Company has also received a certificate from CS Dharti Patel, Proprietor of M/s. Dharti Patel & Associates, practicing Company Secretaries (Membership No: F12801, COP No. 19303), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the certificate from CS Dharti Patel, Proprietor of M/s. Dharti Patel & Associates, practicing Company Secretaries (Membership No: F12801, COP No.

19303), as required for obtaining in-principal approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report are available on the website of the Company i.e., [www.lccinfotech.in](http://www.lccinfotech.in) and available for inspection at the registered office of the Company during office hours. Hyperlink of the same is <https://www.lccinfotech.in/shareholder-list.php>

The PCS Certificate and Valuation Report are available on website of the Company i.e., <https://www.lccinfotech.in/shareholder-list.php>

#### **10. Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Friday, 02nd January, 2026 (As the relevant date falls on a Saturday, the preceding date is considered the relevant date), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

#### **11. Pricing of the Issue:**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Equity Shares of the Company are infrequently traded in accordance with the SEBI ICDR Regulations. Therefore, the price is determined pursuant to Regulation 165 and Regulation 166A of the SEBI ICDR Regulations.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 3.55/- (Rupees Three and Fifty Five Paisa) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated 03rd January, 2026 issued by Mr. MANISH SANTOSH BUCHASIA (IBBI REGISTERED VALUER), Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office 306, Gala Mart, Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, in accordance with Regulation 165 and 166A of the ICDR Regulations.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of the SEBI ICDR Regulations.

The valuation report of the Registered Valuer can also be accessed on the Company's website at [www.lccinfotech.in](http://www.lccinfotech.in).

#### **12. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Holding		No. of Equity Shares proposed to be issued	Post-Issue Holding*	
			No. of Shares	%		No. of Shares	%
1.	Kunjit Maheshbhai Patel	Currently-non promoter Post Open Offer Promoter	0	0.00	4,20,00,000	100042357**	25.38**

***\*(1) The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (22,56,05,633) will be converted into equity shares as specified in item no. 5 of Notice of Extra-Ordinary General Meeting ("EGM")***

***\*\* (2) Mr. Kunjit Maheshbhai Patel - the Acquirer have entered into a Share Purchase Agreement ('SPA') on 03rd January, 2026 with the existing promoter group i.e., Mr. Shreeram Bagla and Ms. Rachna Suman Shaw for acquisition of 5,80,42,357 Equity Shares.***

**Note:**

The Board of Directors of the Company have approved the preferential allotment to proposed allottee, i.e. Mr. Kunjit Maheshbhai Patel, who presently do not belong to promoter & promoter group category, however, Mr. Kunjit Maheshbhai Patel (referred to as 'the Acquirer') have entered into a Share Purchase Agreement ('SPA') on 03rd January, 2026 with the existing promoter group i.e., Mr. Shreeram Bagla and Ms. Rachna Suman Shaw for acquisition of 5,80,42,357 representing 45.85% of the Present Capital fully diluted share capital of the Company. Additionally, the Acquirer is also being offered 4,20,00,000 equity shares through proposed preferential issue, together representing 25.38% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

**13. Lock-in Period:**

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

**14. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated 03rd January, 2026 from Mr. Manish Santosh Buchasia (IBBI REGISTERED VALUER), Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office 306, Gala Mart, Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, in accordance with Regulation 165 and 166A of the ICDR Regulations.

The valuation report is available on the website of the Company i.e., [www.lccinfotech.in](http://www.lccinfotech.in) and available for inspection at the registered office of the Company during office hours.

**15. Recommendations and Voting Pattern of the committee of Independent Directors of the Company:**

The committee of Independent Directors comprising of Mr. Ramesh Kumar Pandey, Ms. Priti Lakhota and Ms. Chanchal Kedia at their meeting held on 03rd January, 2026 has considered the proposal to make the preferential allotment of 4,20,00,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs. 3.55/- has been determined by the Independent Registered Valuer in his Valuation Report as per Chapter V of SEBI (ICDR) Regulations after taking into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium on account of change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Director	Assent	Dissent
1.	Mr. Ramesh Kumar Pandey	√	-
2.	Ms. Priti Lakhota	√	-
3.	Ms. Chanchal Kedia	√	-

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

Nil

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

Not Applicable

**18. Principal terms of assets charged as securities:**

Not Applicable

**19. Undertakings**

- As per Regulation 163(1) (i) of SEBI ICDR Regulation, the Company, its directors or Promoters are not categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India.
- The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.
- The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so

- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- The Proposed Allottees have confirmed that:
  - a) they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
  - b) they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

**20. Other disclosures:**

- The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.lccinfotech.in](http://www.lccinfotech.in).
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Shares under the Preferential Issue is for a cash consideration.
- None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- None of the proposed allottee to whom Equity Shares are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as set out Item No. 4 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution

**Item No. 5: Issue of 22,56,05,633 Equity Shares of the Company on a Preferential basis:**

The Special Resolution contained in Item No. 5 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Act, to issue and allot upto 22,56,05,633 Convertible warrants at an issue Price of Rs. 3.55/- per warrants (Includes Rs. 2/- face value and Rs. 1.55/- Premium per Equity Share), aggregating to Rs. 80,08,99,997.15/- (Rupees Eighty Crores Eight Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Seven and Fifteen Paise Only) to proposed allottees who are under the Non-Promoter Category.

The preferential issue shall be made in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the SEBI ICDR Regulations) and applicable provisions of the Act. The said proposal has been considered and approved by the Board in its meeting held on 03rd January, 2026.

As per the Act and Rules made thereunder, and in accordance with the provisions of the SEBI ICDR Regulations as amended, the issue of Equity Shares on preferential basis requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The other details/disclosures of the Preferential Issue are as follows:

**1. Objects of the Preferential Allotment:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Total amount to be utilized for each of the Objects (Rs. In crore)</b>
1	Working Capital Requirements	80.09
<b>Total</b>		<b>80.09</b>

Until the proceeds are utilized by the Company, they shall be maintained in a bank account, bank deposits, and/or fixed deposits, as deemed appropriate by the Board, in the best interest of the Company.

The Company undertakes that, until the gross proceeds are fully utilized for the Objects of the Issue, they shall not be deployed in risk-bearing or capital-eroding instruments. The proceeds will be utilized in accordance with applicable laws and regulations.

**2. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board, at its meeting held on 03rd January, 2026 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 22,56,05,633 Convertible warrants at an issue Price of Rs. 3.55/- per Equity Share (includes Rs. 2/- face value and Rs. 1.55/- premium per Equity Share), aggregating to Rs. 80,08,99,997.15/- (Rupees Eighty Crores Eight Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Seven and Fifteen Paise Only) to the Proposed Allottees who is under the Non-Promoter category, on a preferential basis, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**3. The class or classes of persons to whom the allotment is proposed to be made:**

The aforesaid allotment, if approved, is proposed to be issued to the individual, Body

Corporates, Firms and HUF who do not from the part of Promoter and Promoter Group of the Company. The entire proposed issue will be allotted to the Non-Promoters of the Company.

**4. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:**

None of the existing promoters, directors or key managerial personnel of the Company intend to subscribe to any of Convertible Warrants proposed to be issued.

The Board of Directors of the Company have approved the preferential allotment to proposed allottee, i.e. Mr. Kunjit Maheshbhai Patel, who presently do not belong to promoter & promoter group category, however, Mr. Kunjit Maheshbhai Patel (referred to as ‘the Acquirer’) have entered into a Share Purchase Agreement (‘SPA’) on 03rd January, 2026 with the existing promoter group i.e., Mr. Shreeram Bagla and Ms. Rachna Suman Shaw for acquisition of 5,80,42,357 Equity Shares representing 45.85% of the existing fully diluted share capital of the Company. Additionally, the Acquirer is also being offered 4,20,00,000 equity shares through proposed preferential issue, together representing 25.38% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

**5. Shareholding Pattern before and after the preferential issue:**

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of Shares	% of Capital	No. of Shares	% of Capital
<b>A</b>	<b>Promoter &amp; Promoter Group Holding</b>				
1	Indian:				
	Individual / Hindu Undivided Family	58042357	45.85	58042357	14.72
	Bodies corporate	-	-	-	-
	<b>Sub-Total</b>	<b>58042357</b>	<b>45.85</b>	<b>58042357</b>	<b>14.72</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>58042357</b>	<b>45.85</b>	<b>58042357</b>	<b>14.72</b>
<b>B</b>	<b>Non Promoters Holding</b>				
1	Institutional (Domestic)				
	Mutual Funds	2500	0.00	2500	0.00
	Banks	1000	0.01	1000	0.00
	NBFC Registered with RBI	56300	0.04	56300	0.01
	<b>Sub-Total (B1)</b>	<b>59800</b>	<b>0.05</b>	<b>59800</b>	<b>0.02</b>
2	Institutional (Foreign)				
	Overseas Corporate Bodies	-	-	-	-
	Foreign Portfolio Investors Category I	-	-	-	-

	Foreign Portfolio Investors Category II	-	-	-	-
3	Central Government/ State Government	-	-	-	-
4	Non- Institutional				
	Key Managerial Personnel	-	-	-	-
	Investor Education and Protection Fund (IEPF)	-	-	-	-
	Individuals – i. Individual-shareholders holding nominal share capital up to Rs. 2 lakhs.	45168146	35.68	45168146	11.46
	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	12057232	9.52	232656020	59.02
	Non - Resident Indians (NRIs)	1236074	0.98	1236074	0.31
	Bodies Corporate	5271792	4.16	10146792	2.57
	Any Other (specify)				
	HUF	3029680	2.39	25661525	6.51
	LLP and Firms	143226	0.11	19643226	4.98
	Stock Brokers	1070759	0.85	1070759	0.28
	Clearing Members	13074	0.01	13074	0.00
	Trusts	113175	0.09	113175	0.03
	Client Margin Trading	388035	0.31	388035	0.10
	<b>Sub-Total (B2)</b>	<b>68491193</b>	<b>54.10</b>	<b>336096826</b>	<b>85.26</b>
	<b>Sub-Total (B)</b>	<b>68550993</b>	<b>54.15</b>	<b>336156626</b>	<b>85.28</b>
C	<b>Non - Promoter Non-Public Holding</b>				
	Custodian/DR Holder	-	-	-	-
	<b>Sub-Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Grand Total (A + B + C)</b>	<b>12,65,93,350</b>	<b>100.00</b>	<b>39,41,98,983</b>	<b>100.00</b>

*\*(1) The above shareholding pattern has been prepared on the basis of shareholding as on 31<sup>st</sup> December, 2025.*

*\*(2) The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (22,56,05,633) will be converted into equity shares of the Company.*

**Note:** The Board of Directors of the Company have approved the preferential allotment to proposed allottee, i.e. Mr. Kunjit Maheshbhai Patel, who presently do not belong to promoter & promoter group category, however, Mr. Kunjit Maheshbhai Patel (referred to as 'the Acquirer') have entered into a Share Purchase Agreement ('SPA') on 03rd January, 2026 with the existing promoter group i.e., Mr. Shreeram Bagla and Ms. Rachna Suman Shaw for acquisition of 5,80,42,357 Equity Shares representing 45.85% of the present share capital of the Company. Additionally, the Acquirer is also being offered 4,20,00,000 equity shares through proposed preferential issue, together representing 25.38% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

Accordingly, the revised post preferential shareholding pattern after completion of open offer process (including pre issue equity shares and Convertible warrants, equity shares to be acquired under SPA and preferential issue but excluding open offer Equity shares) will be as under:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of Shares	% of Capital	No. of Shares	% of Capital
<b>A</b>	<b>Promoter &amp; Promoter Group Holding</b>				
1	Indian:				
	Individual / Hindu Undivided Family	58042357	45.85	100042357	25.38
	Bodies corporate	-	-	-	-
	<b>Sub-Total</b>	<b>58042357</b>	<b>45.85</b>	<b>100042357</b>	<b>25.38</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>58042357</b>	<b>45.85</b>	<b>100042357</b>	<b>25.38</b>
<b>B</b>	<b>Non Promoters Holding</b>				
1	Institutional (Domestic)				
	Mutual Funds	2500	0.00	2500	0.00
	Banks	1000	0.01	1000	0.00
	NBFC Registered with RBI	56300	0.04	56300	0.02
	<b>Sub-Total (B1)</b>	<b>59800</b>	<b>0.05</b>	<b>59800</b>	<b>0.02</b>
2	Institutional (Foreign)				
	Overseas Corporate Bodies	-	-	-	-
	Foreign Portfolio Investors Category I	-	-	-	-
	Foreign Portfolio Investors Category II	-	-	-	-
3	Central Government/ State Government	-	-	-	-
4	Non- Institutional				
	Key Managerial Personnel	-	-	-	-
	Investor Education and Protection Fund (IEPF)	-	-	-	-
	Individuals – i. Individual-shareholders holding nominal share capital up to Rs. 2 lakhs.	45168146	35.68	45168146	11.46
	Individual – ii. Individual shareholders	12057232	9.52	190656020	48.37



1.	Kushang Surendrakumar Thakkar	Non-Promoter	0	0.00	1,95,00,000	4.95%	Not Applicable
2.	Thakor Nayana Chandubhai	Non-Promoter	0	0.00	1,95,00,000	4.95%	Not Applicable
3.	Amit Punambhai Parmar	Non-Promoter	0	0.00	15,00,000	0.38%	Not Applicable
4.	Prakashkumar Hiralal Parekh	Non-Promoter	0	0.00	50,00,000	1.27%	Not Applicable
5.	Neetaben Hasmukhbhai Valand	Non-Promoter	0	0.00	6,21,127	0.16%	Not Applicable
6.	Venkata Sai Teja Sampathi	Non-Promoter	0	0.00	15,00,000	0.38%	Not Applicable
7.	Alakh Vasantbhai Mangroliya	Non-Promoter	0	0.00	1,00,00,000	2.54%	Not Applicable
8.	Vrutika Kishorbhai Siyani	Non-Promoter	0	0.00	1,00,00,000	2.54%	Not Applicable
9.	Madhu Nanji Vekaria	Non-Promoter	0	0.00	1,00,00,000	2.54%	Not Applicable
10.	Lekhaben Pavankumar Trivedi	Non-Promoter	0	0.00	17,21,127	0.44%	Not Applicable
11.	Sanket Vijay Maheshwari	Non-Promoter	0	0.00	14,00,000	0.36%	Not Applicable
12.	Vadith Tapadia	Non-Promoter	0	0.00	1,15,00,000	2.92%	Not Applicable
13.	Jaksh Financials Private Limited	Non-Promoter	0	0.00	48,75,000	1.24%	Poojan Keyurbhai Mehta
14.	Aanshi Tradelink	Non-Promoter	0	0.00	1,95,00,000	4.95%	Tarang Devendrakumar Shah
15.	Kunal Bipinchandra Mehta HUF	Non-Promoter	0	0.00	48,75,000	1.24%	Kunal Bipinchandra Mehta
16.	Poojan Keyurbhai Mehta HUF	Non-Promoter	0	0.00	48,75,000	1.24%	Poojan Keyurbhai Mehta
17.	Keyur B Mehta HUF	Non-Promoter	0	0.00	48,75,000	1.24%	Keyu B. Mehta
18.	Shubham Rameshbhai Gajera	Non-Promoter	0	0.00	97,50,000	2.47%	Not Applicable
19.	Hiralben Rajubhai Kanade	Non-Promoter	0	0.00	56,23,709	1.43%	Not Applicable
20.	Nevil Jayeshbhai	Non-Promoter	0	0.00	89,50,000	2.27%	Not Applicable

	Kamdar						
21.	Rameshbhai Arjanbhai Gajera	Non-Promoter	0	0.00	97,50,000	2.47%	Not Applicable
22.	Dhruvi Dalsukhbhai Virani	Non-Promoter	0	0.00	1,20,47,417	3.06%	Not Applicable
23.	Hardik Vijaybhai Panchal	Non-Promoter	0	0.00	2,83,930	0.07%	Not Applicable
24.	Hardik Vijaykumar Panchal HUF	Non-Promoter	0	0.00	1,43,085	0.04%	Hardik Vijaykumar Panchal
25.	Ashlesh Vasantbhai Shah	Non-Promoter	0	0.00	2,83,930	0.07%	Not Applicable
26.	Ashlesh Vasantbhai Shah HUF	Non-Promoter	0	0.00	1,43,085	0.04%	Ashlesh Vasantbhai Shah
27.	Shivani Parth Shah	Non-Promoter	0	0.00	5,65,620	0.14%	Not Applicable
28.	Parth Mangaldas Shah	Non-Promoter	0	0.00	5,65,620	0.14%	Not Applicable
29.	Aakash Nishith Mehta	Non-Promoter	0	0.00	4,24,775	0.11%	Not Applicable
30.	Alkaben Mangaldas Shah	Non-Promoter	0	0.00	4,24,775	0.11%	Not Applicable
31.	Mangaldas Jayantilal Shah	Non-Promoter	0	0.00	5,65,630	0.14%	Not Applicable
32.	Mangaldas Jayantilal Shah HUF	Non-Promoter	0	0.00	4,24,775	0.11%	Mangaldas Jayantilal Shah
33.	Parth Mangaldas Shah HUF	Non-Promoter	0	0.00	4,24,775	0.11%	Parth Mangaldas Shah
34.	Chetana Rohitbhai Shah	Non-Promoter	0	0.00	60,00,000	1.52%	Not Applicable
35.	Rohit Dalpatbhai Shah	Non-Promoter	0	0.00	60,00,000	1.52%	Not Applicable
36.	Chinulal Mansukhlal Shah	Non-Promoter	0	0.00	35,00,000	0.89%	Not Applicable
37.	Jainav Shah	Non-Promoter	0	0.00	35,00,000	0.89%	Not Applicable
38.	Rajdev Tejas Rajesh HUF	Non-Promoter	0	0.00	33,25,000	0.84%	Rajdev Tejas
39.	Rajdev Tejas Rajeshbhai	Non-Promoter	0	0.00	80,00,000	2.03%	Not Applicable
40.	Seema Tejas	Non-	0	0.00	80,00,000	2.03%	Not Applicable

	Rajdev	Promoter					
41.	Nilaykumar Pannalal Soni HUF	Non-Promoter	0	0.00	35,46,125	0.90%	Nilaykumar Pannalal Soni
42.	Jalpa Nilaykumar Soni	Non-Promoter	0	0.00	21,21,128	0.54%	Not Applicable

**\* The post preferential percentage of shareholding has been calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.**

**8. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Kushang Surendrakumar Thakkar	Non-Promoter	Non-Promoter
2.	Thakor Nayana Chandubhai	Non-Promoter	Non-Promoter
3.	Amit Punambhai Parmar	Non-Promoter	Non-Promoter
4.	Prakashkumar Hiralal Parekh	Non-Promoter	Non-Promoter
5.	Neetaben Hasmukhbhai Valand	Non-Promoter	Non-Promoter
6.	Venkata Sai Teja Sampathi	Non-Promoter	Non-Promoter
7.	Alakh Vasantbhai Mangroliya	Non-Promoter	Non-Promoter
8.	Vrutika Kishorbhai Siyani	Non-Promoter	Non-Promoter
9.	Madhu Nanji Vekaria	Non-Promoter	Non-Promoter
10.	Lekhaben Pavankumar Trivedi	Non-Promoter	Non-Promoter
11.	Sanket Vijay Maheshwari	Non-Promoter	Non-Promoter
12.	Vadith Tapadia	Non-Promoter	Non-Promoter
13.	Jaksh Financials Private Limited	Non-Promoter	Non-Promoter
14.	Aanshi Tradelink	Non-Promoter	Non-Promoter
15.	Kunal Bipinchandra Mehta HUF	Non-Promoter	Non-Promoter
16.	Poojan Keyurbhai Mehta HUF	Non-Promoter	Non-Promoter
17.	Keyur B Mehta HUF	Non-Promoter	Non-Promoter
18.	Shubham Rameshbhai Gajera	Non-Promoter	Non-Promoter
19.	Hiralben Rajubhai Kanade	Non-Promoter	Non-Promoter
20.	Nevil Jayeshbhai Kamdar	Non-Promoter	Non-Promoter
21.	Rameshbhai Arjanbhai Gajera	Non-Promoter	Non-Promoter
22.	Dhruvi Dalsukhbhai Virani	Non-Promoter	Non-Promoter
23.	Hardik Vijaybhai Panchal	Non-Promoter	Non-Promoter
24.	Hardik Vijaykumar Panchal HUF	Non-Promoter	Non-Promoter
25.	Ashlesh Vasantbhai Shah	Non-Promoter	Non-Promoter
26.	Ashlesh Vasantbhai Shah HUF	Non-Promoter	Non-Promoter
27.	Shivani Parth Shah	Non-Promoter	Non-Promoter
28.	Parth Mangaldas Shah	Non-Promoter	Non-Promoter
29.	Aakashi Nishith Mehta	Non-Promoter	Non-Promoter
30.	Alkababen Mangaldas Shah	Non-Promoter	Non-Promoter

31.	Mangaldas Jayantilal Shah	Non-Promoter	Non-Promoter
32.	Mangaldas Jayantilal Shah HUF	Non-Promoter	Non-Promoter
33.	Parth Mangaldas Shah HUF	Non-Promoter	Non-Promoter
34.	Chetana Rohitbhai Shah	Non-Promoter	Non-Promoter
35.	Rohit Dalpatbhai Shah	Non-Promoter	Non-Promoter
36.	Chinulal Mansukhlal Shah	Non-Promoter	Non-Promoter
37.	Jainav Shah	Non-Promoter	Non-Promoter
38.	Rajdev Tejas Rajesh HUF	Non-Promoter	Non-Promoter
39.	Rajdev Tejas Rajeshbhai	Non-Promoter	Non-Promoter
40.	Seema Tejas Rajdev	Non-Promoter	Non-Promoter
41.	Nilaykumar Pannalal Soni HUF	Non-Promoter	Non-Promoter
42.	Jalpa Nilaykumar Soni	Non-Promoter	Non-Promoter

## **9. Certificates and Valuation Report:**

The Company has received Valuation Report dated 03rd January, 2026 from Mr. Manish Santosh Buchasia, (IBBI REGISTERED VALUER) Registration No: IBBI/RV/03/2019/12235 having address at 306, "Gala Mart", Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, Independent Registered Valuer.

The Company has also received a certificate from CS Dharti Patel, Proprietor of M/s. Dharti Patel & Associates, practicing Company Secretaries (Membership No: F12801, COP No. 19303), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the certificate from CS Dharti Patel, Proprietor of M/s. Dharti Patel & Associates, practicing Company Secretaries (Membership No: F12801, COP No. 19303), as required for obtaining in-principal approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report are available on the website of the Company i.e., [www.lccinfotech.in](http://www.lccinfotech.in) and available for inspection at the registered office of the Company during office hours. Hyperlink of the same is <https://www.lccinfotech.in/shareholder-list.php>

The PCS Certificate and Valuation Report are available on website of the Company i.e., <https://www.lccinfotech.in/shareholder-list.php>

## **10. Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible warrants is Friday, 02nd January, 2026 (As the relevant date falls on a Saturday, the preceding date is considered the relevant date), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

## **11. Pricing of the Issue:**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Equity Shares of the Company are infrequently traded in accordance with the SEBI ICDR Regulations. Therefore, the price is determined pursuant to Regulation 165 and Regulation 166A of the SEBI ICDR Regulations.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 3.55/- (Rupees Three and Fifty Five Paisa) of Convertible warrants to be issued to proposed allottees has been determined taking into account the valuation report dated 03rd January, 2026 issued by Mr. MANISH SANTOSH BUCHASIA (IBBI REGISTERED VALUER), Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office 306, Gala Mart, Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, in accordance with Regulation 165 and 166A of the ICDR Regulations.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of the SEBI ICDR Regulations.

The valuation report of the Registered Valuer can also be accessed on the Company's website at [www.lccinfotech.in](http://www.lccinfotech.in).

**12. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall not result change in the management or control of the Company (except as stated in resolution and explanatory statement of item no. 4 of Notice of Extra-Ordinary General Meeting ("EGM") dated 03rd January 2026) pursuant to the aforesaid issue, allotment of convertible warrants and allotment of Equity Shares (pursuant to conversion of convertible warrants).

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Holding		No. of Warrants proposed to be issued	Post-Issue Holding* (after Conversion of Warrants to Equity)	
			No. of Shares	%		No. of Shares	%
1.	Kushang Surendrakumar Thakkar	Non-Promoter	0	0.00	1,95,00,000	1,95,00,000	4.95%
2.	Thakor Nayana Chandubhai	Non-Promoter	0	0.00	1,95,00,000	1,95,00,000	4.95%
3.	Amit Punambhai Parmar	Non-Promoter	0	0.00	15,00,000	15,00,000	0.38%
4.	Prakashkumar Hiralal Parekh	Non-Promoter	0	0.00	50,00,000	50,00,000	1.27%
5.	Neetaben Hasmukhbhai Valand	Non-Promoter	0	0.00	6,21,127	6,21,127	0.16%
6.	Venkata Sai Teja Sampathi	Non-Promoter	0	0.00	15,00,000	15,00,000	0.38%
7.	Alakh Vasantbhai Mangroliya	Non-Promoter	0	0.00	1,00,00,000	1,00,00,000	2.54%

8.	Vrutika Kishorbhai Siyani	Non-Promoter	0	0.00	1,00,00,000	1,00,00,000	2.54%
9.	Madhu Nanji Vekaria	Non-Promoter	0	0.00	1,00,00,000	1,00,00,000	2.54%
10.	Lekhaben Pavankumar Trivedi	Non-Promoter	0	0.00	17,21,127	17,21,127	0.44%
11.	Sanket Vijay Maheshwari	Non-Promoter	0	0.00	14,00,000	14,00,000	0.36%
12.	Vadith Tapadia	Non-Promoter	0	0.00	1,15,00,000	1,15,00,000	2.92%
13.	Jaksh Financials Private Limited	Non-Promoter	0	0.00	48,75,000	48,75,000	1.24%
14.	Aanshi Tradelink	Non-Promoter	0	0.00	1,95,00,000	1,95,00,000	4.95%
15.	Kunal Bipinchandra Mehta HUF	Non-Promoter	0	0.00	48,75,000	48,75,000	1.24%
16.	Poojan Keyurbhai Mehta HuF	Non-Promoter	0	0.00	48,75,000	48,75,000	1.24%
17.	Keyur B Mehta HUF	Non-Promoter	0	0.00	48,75,000	48,75,000	1.24%
18.	Shubham Rameshbhai Gajera	Non-Promoter	0	0.00	97,50,000	97,50,000	2.47%
19.	Hiralben Rajubhai Kanade	Non-Promoter	0	0.00	56,23,709	56,23,709	1.43%
20.	Nevil Jayeshbhai Kamdar	Non-Promoter	0	0.00	89,50,000	89,50,000	2.27%
21.	Rameshbhai Arjanbhai Gajera	Non-Promoter	0	0.00	97,50,000	97,50,000	2.47%
22.	Dhruvi Dalsukhbhai Virani	Non-Promoter	0	0.00	1,20,47,417	1,20,47,417	3.06%
23.	Hardik Vijaybhai Panchal	Non-Promoter	0	0.00	2,83,930	2,83,930	0.07%
24.	Hardik Vijaykumar Panchal HUF	Non-Promoter	0	0.00	1,43,085	1,43,085	0.04%
25.	Ashlesh Vasantbhai Shah	Non-Promoter	0	0.00	2,83,930	2,83,930	0.07%
26.	Ashlesh Vasantbhai Shah HUF	Non-Promoter	0	0.00	1,43,085	1,43,085	0.04%

27.	Shivani Parth Shah	Non-Promoter	0	0.00	5,65,620	5,65,620	0.14%
28.	Parth Mangaldas Shah	Non-Promoter	0	0.00	5,65,620	5,65,620	0.14%
29.	Aakashi Nishith Mehta	Non-Promoter	0	0.00	4,24,775	4,24,775	0.11%
30.	Alkaben Mangaldas Shah	Non-Promoter	0	0.00	4,24,775	4,24,775	0.11%
31.	Mangaldas Jayantilal Shah	Non-Promoter	0	0.00	5,65,630	5,65,630	0.14%
32.	Mangaldas Jayantilal Shah HUF	Non-Promoter	0	0.00	4,24,775	4,24,775	0.11%
33.	Parth Mangaldas Shah HUF	Non-Promoter	0	0.00	4,24,775	4,24,775	0.11%
34.	Chetana Rohitbhai Shah	Non-Promoter	0	0.00	60,00,000	60,00,000	1.52%
35.	Rohit Dalpatbhai Shah	Non-Promoter	0	0.00	60,00,000	60,00,000	1.52%
36.	Chinulal Mansukhlal Shah	Non-Promoter	0	0.00	35,00,000	35,00,000	0.89%
37.	Jainav Shah	Non-Promoter	0	0.00	35,00,000	35,00,000	0.89%
38.	Rajdev Tejas Rajesh HUF	Non-Promoter	0	0.00	33,25,000	33,25,000	0.84%
39.	Rajdev Tejas Rajeshbhai	Non-Promoter	0	0.00	80,00,000	80,00,000	2.03%
40.	Seema Tejas Rajdev	Non-Promoter	0	0.00	80,00,000	80,00,000	2.03%
41.	Nilaykumar Pannalal Soni HUF	Non-Promoter	0	0.00	35,46,125	35,46,125	0.90%
42.	Jalpa Nilaykumar Soni	Non-Promoter	0	0.00	21,21,128	21,21,128	0.54%

*\* The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.*

### **13. Lock-in Period:**

The Convertible Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

### **14. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated 03rd January, 2026 from Mr. Manish Santosh Buchasia (IBBI REGISTERED VALUER), Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office 306, Gala Mart, Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, in accordance with Regulation 165 and 166A of the ICDR Regulations.

The valuation report is available on the website of the Company i.e., [www.lccinfotech.in](http://www.lccinfotech.in) and available for inspection at the registered office of the Company during office hours.

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

Nil (Except mentioned in item no. 4 of Notice of Extra-Ordinary General Meeting of the Company)

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

Not Applicable

**17. Principal terms of assets charged as securities:**

Not Applicable

**18. Undertakings**

- As per Regulation 163(1) (i) of SEBI ICDR Regulation, the Company, its directors or Promoters are not categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India.
- The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.
- The Company shall re-compute the price of the Subscription Convertible warrants to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Convertible warrants to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- The Convertible warrants held by the proposed allottees in the Company are in dematerialized form only.
- The Proposed Allottees have confirmed that:
  - a) they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

- b) they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

#### **19. Other disclosures:**

- The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.lccinfotech.in](http://www.lccinfotech.in).
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Convertible warrants under the Preferential Issue is for a cash consideration.
- None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- None of the proposed allottee to whom Convertible warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as set out Item No. 5 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution

#### **Item No. 06: Regularization of Appointment of Mr. Akhilkumar Dilipbhai Kotak (DIN: 11462460) as an Executive Director of the Company.**

Mr. Akhilkumar Dilipbhai Kotak (DIN:11462460) was appointed as an Additional Director (Executive) by the Board of Directors of the Company with effect from 03rd January, 2026, based on the recommendation of the Nomination and Remuneration Committee.

In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the ensuing General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Akhilkumar Dilipbhai Kotak, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out in Item No. 6 for the approval of the members by way of an Ordinary Resolution.

**Item No. 07: To approve power to Borrow Funds pursuant to the provisions of Section 180(1) (C) of the Companies act, 2013, not exceeding Rs. 250 Crores:**

As per Section 180(1)(C) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, with the limit as set out in the resolution.

The Board of Directors, therefore recommends the Resolution to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 08: To approve Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group or Group Companies. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of passing special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

Hence, in order to enable the Company to advance loan to Subsidiaries/ Joint Ventures /Associates/ Other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by way of passing Special Resolution.

The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**Date : 03<sup>rd</sup> January, 2026**

**Place : Kolkata**

**By order of the Board  
For, LCC Infotech Limited  
Sd/-**

**Shreeram Bagla  
Managing Director  
DIN: 01895499**