

NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration Rules), 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA”) (referred to as the “MCA Circulars”) and applicable SEBI Circulars, other applicable laws, rules and regulations, if any, that the resolution(s) set forth below, for seeking the approval of the Members of the Company by way of Special Resolution for the Businesses set out hereunder through Postal Ballot by the members of “**Network People Services Technologies Limited**” (“The Company”) only through **remote E-Voting**.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to Section 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reasons thereof is appended herewith for your consideration.

As permitted under the MCA circulars, the Company is sending the Notice in electronic form only. Hence, the Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the members for this postal Ballot and members are required to communicate their assent or dissent through the remote e-voting facility only. In compliance with **Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013** read with the rules framed there under and the MCA Circulars, the Company has extended only the remote E-Voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The Instructions for remote e-voting are appended to this Notice. The members can vote on the resolutions through remote e-voting facility. **Assent (FOR) or dissent (AGAINST) of the members on the resolutions mentioned in the Notice would only be taken through the Remote E-voting system as per the MCA circulars.**

The Company has engaged the Services of National Securities Depository Limited (“NSDL”) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link www.evoting.nsdl.com from **Saturday, February 14, 2026, 9:00 A.M (IST) onwards to Sunday, March 15, 2026, 5:00 P.M (IST)**.

Members are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on **Wednesday, February 11, 2026**, has appointed proprietor **M/s Kala Agarwal (Membership No. 5976), Practicing Company Secretaries, Mumbai**, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit her report to the Chairman of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairman of the Company on **Monday, March 16, 2026** at the Company’s registered office. In addition to the results being communicated to National Stock Exchange of India Limited (NSE), The BSE Limited (BSE), the results

along with Scrutinizer's report will also be placed on Company's website viz. www.npstx.com and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Sunday, March 15, 2026**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**).

SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE THE AMENDMENT OF "NPST ESOP 2023" POLICY AS PER SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATION, 2021:

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

"RESOLVED THAT pursuant to the applicable provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment(s), statutory modification(s) or re-enactment thereof), in accordance with the relevant provisions of Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/notifications, if any issued thereunder, as amended from time to time (collectively, "SEBI (SBEB & SE) Regulations"), The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended or restated and rules, regulations, circulars, guidelines and notifications, issued thereunder, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India ("GoI"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and pursuant to recommendations of the Nomination and Remuneration Committee and Board of Directors vide their respective resolutions dated February 11, 2026, approval of the Members of the Company be and is hereby accorded to amend the "NPST ESOP Scheme 2023, ("NPST ESOP Scheme 2023") of the Company and to adopt the amended Employee Stock Option Policy titled 'NPST ESOP 2023 (AMENDED)', as detailed in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT, upon approval of this Special Resolution, the amended ESOP policy, namely 'NPST ESOP 2023 (AMENDED)' shall supersede the existing 'NPST ESOP 2023' and shall come into force from April 01, 2026, subject to the approval of the Members.

RESOLVED FURTHER THAT it is hereby noted and affirmed that the variations in the terms of implementation and administration of the NPST ESOP 2023 (AMENDED) and the other terms as applicable pursuant to amendments to the NPST ESOP 2023 (AMENDED) are not prejudicial to the interests of the existing grantees of options and will not adversely affect any options granted earlier under the NPST ESOP 2023 (AMENDED).

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares to be allotted pursuant to the exercise of options under the NPST ESOP 2023 (AMENDED) shall rank pari passu inter se and with the then existing equity shares of the Company, in all respects.

RESOLVED FURTHER THAT the number of options available for grant under NPST ESOP 2023 (AMENDED) shall automatically include within its ambit the expanded or reduced capital of the Company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares, stock splits, consolidations, rights issue or other re-organisation of the Company as may be applicable from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above and for the purpose of giving effect to the above resolution(s), the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee of the Board of Directors duly authorized/ may be authorised hereafter by the Board, to exercise its powers including powers conferred by this resolution), be and is hereby authorized to make modification, changes, variation or amend, any of the terms and conditions of NPST ESOP 2023 (AMENDED) as it may deem fit from time to time in its sole and absolute discretion, subject to the conformity with the provisions of the Act, the Articles of Association of the Company, SEBI (SBEB & SE) Regulations, the terms specified in this resolution and the explanatory statement attached herewith and any other applicable laws, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the amendment, implementation and administration of NPST ESOP 2023 (AMENDED).”

**By Order of the Board of Directors
For Network People Services Technologies Limited**

**Place: Thane
Date: 11.02.2026**

**Chetna Chawla
Company Secretary & Compliance Officer**

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Act, each as amended, setting out the material facts relating to the aforesaid resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In line with the MCA Circulars, the Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/RTA as at **Friday, February 06, 2026** (“cut-off date”) and whose e-mail address are registered with the Company/ Registrar and Transfer Agent (‘RTA’) / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and postage prepaid self-addressed Envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.
3. In accordance with the MCA Circulars, members can only vote through remote e-voting. Accordingly, only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by way of remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
4. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is offering remote e-voting facility to seek approval of the Members of the Company for the resolutions contained in this Notice. For this purpose, the Company has engaged the services of NSDL to facilitate remote e-voting to enable the Members to cast their vote electronically. The detailed procedure with respect to remote e-voting is mentioned in Note no. 14 of this Notice.
6. The remote e-voting shall commence on **Saturday, February 14, 2026, 9:00 A.M (IST)** shall end on **Sunday, March 15, 2026, 5:00 P.M (IST)**. During this period, Members of the Company holding shares as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The voting rights in this Postal Ballot cannot be exercised through proxy.
8. The relevant documents referred to in this Notice and Explanatory Statement shall be available for inspection electronically by the Members until 05:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. **Sunday, March 15, 2026**. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to cs@npstx.com from their registered e-mail address mentioning their names, folio numbers/DP ID and Client ID.
9. The Board of Directors of the Company (“the Board”) at its meeting held on **Wednesday, February 11, 2026**, has appointed **M/s Kala Agarwal (Membership No. 5976), Practicing Company Secretaries, Mumbai**, as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.

10. The results of the Postal Ballot will be declared on **Monday, March 16, 2026**. The results of the Postal Ballot will be hosted on the website of the Company viz www.npstx.com and will also be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman. The Scrutinizer’s decision on the validity of votes cast will be final.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Sunday, March 15, 2026**.
12. Members who have not yet registered their email address are requested to register the same with their respective Depository Participant(s) in respect of shares held in dematerialised form. For any queries relating to KYC updates, members may reach out to the Company’s Registrar and Transfer Agent (“RTA”) at investor.helpdesk@in.mpms.mufg.com.
13. This Notice is also available on the website of the Company at www.npstx.com, website of NSE and website of BSE.
14. **PROCEDURE/ INSTRUCTIONS FOR REMOTE E VOTING:**

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial”

	<p>Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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

	<p>service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the

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

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

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

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

General Guidelines for shareholders

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

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT

MATERIAL FACTS:

ITEM NO. 1

The Board of Directors of the Company (“Board”), at its meeting held on Wednesday, February 11, 2026, and based on the recommendation of the Nomination and Remuneration Committee, has, subject to the approval of the Members by way of a Special Resolution and subject to such other approvals, consents, permissions and sanctions as may be required, approved the proposal for amendment to the existing Employee Stock Option Policy of the Company titled “NPST ESOP 2023”, in accordance with the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and Regulation 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”). Upon approval of the Members, the amended policy shall be titled “NPST ESOP POLICY 2023 (AMENDED)” and shall come into effect from April 01, 2026. In terms of the aforesaid provisions, the approval of the Members by way of a Special Resolution is required for giving effect to the proposed amendment to the ESOP policy, and accordingly, the Special Resolution as set out at Item No. 1 of this Notice is placed before the Members for their consideration and approval.

The key details of the amended ESOP policy are set out below:

A) BRIEF DESCRIPTION OF THE SCHEME:

The NPST ESOP 2023 (AMENDED) is intended to serve as a long-term incentive to reward and retain key talent for their contribution to the Company’s growth and value creation and shall be administered by the Nomination and Remuneration Committee (“NRC”) in compliance with the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Scheme shall be deemed to have come into force with effect from April 01, 2026, and shall continue to remain in force until all stock options granted thereunder are exercised, lapsed or extinguished, or the Scheme is terminated in accordance with applicable laws.

B) TOTAL NUMBER OF OPTIONS TO BE GRANTED UNDER THE SCHEME:

The maximum number of equity shares that may be allotted under the Scheme shall be limited to 1,50,000 (One Lakh Fifty Thousand). Options that are not exercised due to lapse, expiry, cancellation or otherwise shall be returned to the option pool for potential future grants. The Nomination and Remuneration Committee shall have the authority to decide the terms of such re-grants, subject to applicable legal requirements.

C) IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE IN THE EMPLOYEE STOCK OPTION SCHEME:

The Scheme shall apply to eligible Employees, comprising permanent employees of the Company, Directors other than Independent Directors, and employees of the holding company and/or subsidiary company(ies), whether working in India or outside India. The Scheme shall not be applicable to Promoters or members of the Promoter Group, or to any Director who, either individually or through relatives or any body corporate, directly or indirectly, holds more than ten percent (10%) of the issued and subscribed equity share capital of the Company.

D) REQUIREMENTS OF VESTING, PERIOD OF VESTING AND MAXIMUM PERIOD WITHIN WHICH THE OPTIONS SHALL BE VESTED:

An Option Grantee is required to be in employment or service of the Company on the date of Vesting and must not be subject to any disciplinary proceedings pending against him on such date of Vesting. Vesting of Options would be subject to continued employment with the Company and thus the Options would vest essentially on passage of time. In addition to this, the “NRC” may also specify certain performance criteria subject to satisfaction of which the Options would vest.

The vesting of Options under this Scheme (Hybrid Vesting Grants) shall be based on a combination of tenure (time-based vesting) and performance criteria as determined by the Company.

(a) For Year 1 and Year 2:

All Options scheduled to vest during the first two (2) years from the Grant Date shall vest solely on a time-based (tenure) basis, subject to the Grantee’s continued employment and satisfaction of applicable service conditions.

(b) From Year 3 onwards:

Beginning from the third (3rd) year of the vesting schedule, vesting shall be allocated as follows:

-50% of the Options shall vest on a time-based (tenure) basis, and

50% of the Options shall vest on a performance-based basis, subject to the Grantee meeting the performance metrics, milestones, or evaluation parameters as may be defined and communicated by the Company or the Nomination & Remuneration Committee.

The specific Vesting Conditions subject to which Vesting would take place shall be communicated to each Option Grantee individually in the letter issued at the time of Grant.

Options granted under the plan shall vest not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of Grant.

E) EXERCISE PRICE:

The exercise price for each vested option shall be the closing market price of the company’s share on the stock exchanges on the date of grant. The “NRC” may specify a lower price in the grant letter (ranging from 30% - 100% the FMV), provided it is approved by the Board and is not below the face value and complies with applicable laws and accounting standards.

F) Exercise Period and Process of Exercise:

Exercise Period is as follows:

(a) Exercise during employment/service:

Vested Options may be exercised by the Option Grantee within the period prescribed by the Nomination and Remuneration Committee, which shall not exceed three (03) years from the respective date of vesting, or such shorter period as may be determined by the Committee.

(b) Exercise upon separation from employment/service:

Active Vested Options may be exercised within a maximum period of six (06) months from the Employee’s last working day.

Process of Exercise:

Vested Options may be exercised by submitting an application to the Company in the prescribed format, as may be determined from time to time, considering the prevailing administrative and/or legal requirements.

G) THE APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES FOR THE SCHEME:

Appraisal process for determining the eligibility of the Employees may be based on designation, period of service, work performance including team and company's performance linked parameters and such other criteria as may be determined by the "NRC" at its sole discretion, from time to time.

H) MAXIMUM NUMBER OF OPTIONS TO BE OFFERED AND ISSUED PER EMPLOYEE AND IN AGGREGATE, IF ANY:

The maximum number of Options that may be granted to any identified Employee under the plan in any financial year shall not, in aggregate exceed 1 % (one percent) of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company as on the date of grant of such options. This limit can be modified by the Board subject to the limits and conditions prescribed under the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 or any applicable provisions of laws in force.

The maximum number of Securities that may be granted per employee and in aggregate shall be decided by the committee depending upon the designation and the appraisal/assessment process and the grant of options to identified employees shall not at any time exceed 1,50,000 (One Lakh Fifty Thousand Only), being the maximum available under the Scheme subject to adjustment to the above number with regards to various corporate actions which the Company may come out with.

I) MAXIMUM QUANTUM OF BENEFITS TO BE PROVIDED PER EMPLOYEE UNDER A SCHEME:

Unless otherwise determined by the NRC, the maximum quantum of benefits underlying the equity shares allotted to the employees on exercise of the vested options will be the difference in the exercise price and the market price of the equity shares on the date of sale.

J) WHETHER THE SCHEME IS TO BE IMPLEMENTED AND ADMINISTERED DIRECTLY BY THE COMPANY OR THROUGH A TRUST:

The NPST ESOP Amended 2025 shall be implemented directly by the Company and shall be administered by the Nomination and Remuneration Committee ('NRC') of the Company.

K) CATEGORY OF SCHEME(S) (INVOLVES NEW ISSUE OF SHARES BY THE COMPANY OR SECONDARY ACQUISITION BY THE TRUST OR BOTH):

The Scheme involves new issue of shares by the Company.

L) THE AMOUNT OF LOAN TO BE PROVIDED FOR IMPLEMENTATION OF THE SCHEME(S) BY THE COMPANY TO THE TRUST, ITS TENURE, UTILIZATION, REPAYMENT TERMS, ETC:

Not Applicable, since the Scheme will be administered directly by the Company through the NRC and through the trust.

M) MAXIMUM PERCENTAGE OF SECONDARY ACQUISITION (SUBJECT TO LIMITS SPECIFIED UNDER THE REGULATIONS) THAT CAN BE MADE BY THE TRUST FOR THE PURPOSES OF THE SCHEME(S):

Not Applicable, since the Scheme will be administered directly by the Company through the NRC and through the trust.

N) A STATEMENT TO THE EFFECT THAT THE COMPANY SHALL CONFORM TO THE ACCOUNTING POLICIES SPECIFIED IN REGULATION 15:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

Further, the Company shall follow the rules/regulations / Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.

O) THE METHOD WHICH THE COMPANY SHALL USE TO VALUE ITS OPTIONS:

Fair Value method or any other method as per applicable statutory provisions from time to time.

P) PERIOD OF LOCK-IN OF SHARES:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. There will be a lock-in of 6 months from the date of allotment of shares pursuant to exercise of options except such restrictions as prescribed under the applicable laws.

Q) TERMS & CONDITIONS FOR BUYBACK, IF ANY, OF SPECIFIED SECURITIES COVERED UNDER THESE REGULATIONS:

Not applicable

R) ANY INTEREST OF KEY MANAGERIAL PERSONNEL, DIRECTORS OR PROMOTERS IN THE SCHEME:

None of the Key Managerial Personnel, Directors or Promoters of the Company are in any way, concerned or interested in the scheme, except to the extent of the securities that may be offered to them under the said Scheme.

**By Order of the Board of Directors
For Network People Services Technologies Limited**

**Chetna Chawla
Company Secretary and Compliance Officer**

**Place: Thane
Date: 11.02.2026**