Prostarm/Secretarial/2025-26/71 December 01, 2025

To,	
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **Scrip Code: 544410**	**National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 **Scrip Symbol: PROSTARM**

Sub: Notice of the Postal Ballot

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations), 2015 (the "SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice along with the explanatory statement ("Postal Ballot Notice"), seeking approval of the Members of the Company for passing the resolutions for the following purposes, by way of Postal Ballot through remote e-voting only **("remote e-voting"):**

Sr. No.	Description of Special Resolutions
1.	To Borrow Monies Exceeding the Limits Under Section 180(1)(C) of the Companies Act, 2013
2.	To Approve Mortgage/Pledge /Hypothecate/Create Charge on the Assets, Properties or Undertaking(s) of the Company Under Section 180(1)(A) of The Companies Act, 2013
3.	To Approve Transactions Under Section 185 of the Companies Act, 2013
4.	To Make Investments, Give Loans, Guarantees and Security in Excess of Limits Specified Under Section 186 of The Companies Act, 2013

The Postal Ballot Notice has been electronically sent to Members whose names appear in the Register of Members or List of Beneficial Owners as on **Friday, November 21, 2025 ("Cut-Off Date")** and whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depositories.

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

E-voting starts on	E-voting ends on
Tuesday, December 02, 2025 at 09:00 a.m. (IST)	**Wednesday, December 31, 2025 at 05:00 p.m. (IST)**

The said Notice is also available on the website of the Company at www.prostarm.com.

Kindly take the above information on record.

Thanking you,

For **Prostarm Info Systems Limited**

SACHIN GUPTA

Digitally signed by SACHIN GUPTA
Date: 2025.12.01 10:48:56 +05'30'

Sachin Gupta
Company Secretary and Compliance officer
Membership No: F12500

PROSTARM
Power Redefined

PROSTARM INFO SYSTEMS LIMITED

CIN: L31900MH2008PLC368540
Registered Office: Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400 710, Maharashtra, India
E-mail: investor@prostarm.com **Telephone:** 022 4528 0500 **Website:** www.prostarm.com

E-voting starts on	E-voting ends on
Tuesday, December 02, 2025 at 09:00 a.m. (IST)	**Wednesday, December 31, 2025 at 05:00 p.m. (IST)**

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**the Act**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest one being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively "**MCA Circulars"**) and in compliance with the provisions of the Companies Act, 2013 ("**the Act"**) and the Regulation 44 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations"**), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot ("**Postal Ballot**") by way of remote electronic voting ("**e-voting**") Process.

Pursuant to the Rule 22 (5) of the Rules, the Board of Directors, through Board Resolution passed on November 14, 2025, has approved the appointment of Mr. Sandeep Parekh, (F-7118, CP No. 7693), Proprietor of M/s. Sandeep P Parekh & Co, Practicing Company Secretaries as the scrutinizer **("Scrutinizer")** for conducting the E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "**General information and instructions relating to e-voting"** in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process, which shall commence **Tuesday, December 02, 2025, at 09:00 a.m. IST** and end on **Wednesday, December 31, 2025, at 05:00 p.m. IST,** post that it will be strictly considered that no vote has been received from the shareholder. During this period, shareholders of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date i.e. on **Friday, November 21, 2025** may cast their vote electronically.

The Scrutinizer will submit his report to the Chairman of the Board or to any other person authorised by him after completion of scrutiny of the e-voting. The results shall be declared on or before **Friday January 02, 2026.** The results declared along with the Scrutinizers' Report shall be placed on the Company's website at www.prostarm.com and on the websites of Stock Exchanges where the shares of the Company are listed and National Securities Depository Limited ("**NSDL**").

Items of Special Business requiring consent from shareholders through Postal Ballot:

ITEM NO.1:

TO BORROW MONIES EXCEEDING THE LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to section 180(1)(c) of the Companies Act, 2013 (the "**Act**") and all other applicable provision, if any, of the Act and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sums of money from time to time at its discretion, in the ordinary course of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount of **Rs. 1,000/- Crores (Rupees One Thousand Crores Only);**

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, , the Board of Directors of the Company (hereinafter referred to as **"the Board",** which term shall be deemed to include any committee thereof) be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid and filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

ITEM NO. 2:

TO APPROVE MORTGAGE / PLEDGE / HYPOTHECATE / CREATE CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "**Act**") and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, and in supersession of all the earlier resolutions, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "**Assets"**) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets shall not exceed at any point in time a sum equivalent to **Rs. 1,000/- Crores (Rupees One Thousand Crores Only)**;

RESOLVED FURTHER THAT the securities/charges to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, , the Board of Directors of the Company (hereinafter referred to as **"the Board",** which term shall be deemed to include any committee thereof) be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid and filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

ITEM NO. 3:

TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 (the "**Act**") and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, and in supersession of

all the earlier resolutions, the consent of the Members of the Company be and is hereby accorded to advance or give 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, in which directors of the company are interested or deemed to be interested as specified under section 185 of the Companies Act, 2013. (collectively referred to as the "Entities"), of an aggregate outstanding amount not exceeding **Rs. 500/- Crores (Rupees Five Hundred Crores Only)**, in their absolute discretion that the Board deems beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the **"Board",** which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Advances/ Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

ITEM NO. 4:

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "**Act**") and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and the rules framed thereunder, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, the consent of members be and is hereby accorded to the Board of Directors (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as it may consider necessary by the Board of Directors of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/or any lender and/or any body corporate/ entity/entities and/or authority/authorities and/or any other person whether from India or outside India, in respect of or against any loans or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company, whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time upto **Rs. 500/- Crores (Rupees Five Hundred Crores Only)** over and

above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account whichever is more;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be provided in the Act, deemed fit and expedient;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the **"Board",** which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Advances/ Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By Order of the Board of Directors
For **Prostarm Info Systems Limited**

Sachin Gupta
Company Secretary
Membership No.: F12500

Date: November 14, 2025
Place: Mahape, Navi Mumbai

Notes:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act 2013 (the "**Act**") read with the Rule 22 of Companies (Management and Administration) Rules, 2014 (the "**Rules**"), Secretarial Standard-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, November 21, 2025.**

3. Members may note that this Postal Ballot notice will also be available on the website of the Company at www.prostarm.com, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.

4. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants. However, for limited purposes like receiving the Notice of the forthcoming postal ballot and related documents, all the Members may register their email address with the RTA as per the process given in the e-Voting instructions of the notes to this Notice.

5. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize the shares held by them in physical form.

6. In line with the SEBI Circular SEBI/HO/MIRSD/POD1/P/CIR/ 2024/37 dated May 7, 2024 and Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, all the Members whose PAN and KYC details are not registered/updated with the Company are requested to do so by submitting the necessary documents and forms which are available on KFin Technologies Limited ("**RTA**") website at www.kfintech.com or can be obtained by writing to the Company or to the RTA at the email address einward.ris@kfintech.com Further, in case of any queries/complaints, please write to us at investor@prostarm.com.

7. Members are requested to notify immediately any change in the above KYC details to the RTA of the Company if shares are held in physical form and to the respective Depository Participants, if shares are held in electronic mode in order to receive all important Shareholder communications and corporate benefits in a timely manner.

8. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address/stay abroad or demise of any Member as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic

statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. Relevant documents if any referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on investor@prostarm.com for inspection of the said documents.

10. The Board of Directors have appointed Mr. Sandeep Parekh, (F-7118, CP No. 7693), Proprietor of M/s. Sandeep P Parekh & Co, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

11. 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 (Ms. Prajakta Pawle) at evoting@nsdl.com.

General information and instructions relating to e-voting are as under:

i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.

ii. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on **Friday, November 21, 2025** ("**cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this Postal Ballot notice for information purpose only.

iii. Voting rights through e-voting cannot be exercised by a proxy.

iv. The remote e-voting period commences at **Tuesday, December 02, 2025 at 09:00 a.m. (IST)** and end on **Wednesday, December 31, 2025, at 05:00 p.m. (IST)**. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).

v. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his Report to the Chairman of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before **Friday, January 02, 2026**.

vi. The result along with Scrutinizer's Report shall be announced on the website of the BSE Limited and National Stock Exchange of India Limited, Stock Exchanges, where equity

shares of the Company are listed. The results will also be disclosed on the Company's website at www.prostarm.com and on the website of NSDL at www.evoting.nsdl.com.

vii. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., **Wednesday, December 31, 2025.**

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.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 eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on

	a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see the e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ("CDSL")	1. Existing 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 use your existing Myeasi username & password. 2. After successful login the East/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e- Voting is

	in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding securities in demat mode) logging through their DPs	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 the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/Password are advised to use the Forgot User ID and Forgot Password option available at respective websites.

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

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

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

How to login 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 phone.

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 e-services i.e., IDeAS, you can login at https://eservices.nsdl.com with your existing IDeAS login. Once you login to NSDL e-services after using your login 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 _____ then user ID is _____***

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 by NSDL. 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 e-mail id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com Open the e-mail and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio no. for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. In case you have not registered your e-mail address with the Company/Depositories, please follow instructions mentioned below in this Postal Ballot notice.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio no., PAN, name and registered address.

d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, click 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?

a) 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 is in active status.

b) Select "EVEN " of the Company for which you wish to cast your vote during the remote e-voting period.

c) Now you are ready for e-voting as the Voting page opens.

d) 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.

e) Upon confirmation, the message 'Vote cast successfully' will be displayed and you will receive a confirmation by way of a SMS on your registered mobile no. from Depository.

f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

a) 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 sandeep@sppc.co.in 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.

b) 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.

c) 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 (Ms. Prajakta Pawle - Executive) at evoting@nsdl.com.

Process for those shareholders whose e-mail ids are not registered with the Depositories/Company for procuring User ID and Password for e-voting for the resolution set out in this Postal Ballot 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 investor@prostarm.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 (Company email id). 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, 110 OF THE COMPANIES ACT, 2013 AND REGULATION 17 (11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1 & 2:

The members of the Company at their Extra - Ordinary General Meeting held on Tuesday, February 28, 2023 has accorded their approval to the Board of Directors of the Company to borrow money upto an amount of Rs. 200 Crores (Rupees Two Hundred Crores Only).

Since then, the Company has witnessed steady growth and expansion of its business operations. A significant milestone was achieved with the listing of the Company's equity shares on the stock exchanges on June 03, 2025 which leads to enhanced visibility, increased business opportunities, and greater financial responsibilities. Consequently, the scale of operations, working capital requirements, and long-term funding needs of the Company have expanded considerably.

Further, the borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable and / or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). Presently, under Section 180(1)(a), the Board is authorised to create charge or mortgage on the Company's assets, properties, or undertakings up to Rs. 200 Crores (Rupees Two Hundred Crores Only).

In light of the above, the Board of Directors, at their meeting held on November 14, 2025, undertook a comprehensive review of the Company's financial requirements. After detailed deliberations, the Board observed that the previously approved limit of Rs. 200 Crores each under Section 180(1)(c) and Section 180(1)(a) may no longer be sufficient to support the Company's enlarged business operations, growth strategies and the need for financial flexibility. Therefore, it is necessary to increase both limits to enable the Company to raise additional financial resources from banks, financial institutions, or other permissible sources, and to create appropriate security over its assets for such borrowings and such increase requires the approval of the shareholders.

It is therefore, necessary for the shareholders to pass a Special Resolution under Section 180(1)(c) and Section 180(1)(a) of the Act, as set out at Item No. 1 & 2 of the Notice, to enable the Board of Directors to borrow money upto **INR 1,000 Crores (Rupees One Thousand Crores Only)** and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out at **Item no. 1 & 2** of this Notice for your approval as **Special Resolutions.**

ITEM NO. 3:

The Company may be required to provide financial support to meet the business requirements of its Subsidiary Companies, Associates, Joint Ventures, group entities, or any other person in whom a Director of the Company is deemed to be interested (collectively referred to as the "**Entities**").

The Board of Directors at their meeting held on November 14, 2025, approved and recommended seeking the consent of the Members, by way of a Special Resolution pursuant to Section 185 of the Act, to make loans, provide financial assistance, or issue guarantees or securities in connection with loans taken or to be taken by the Entities. This assistance would be for their general business operations or working capital requirements, as needed, to support the expansion of their business activities and matters connected with or incidental to their principal business operations.

The Members are requested to note that the Board of Directors will carefully evaluate all proposals before providing any loan, guarantee, or security. Such financial assistance will be extended through funds sourced from internal resources, accruals, or any other appropriate sources, as deemed suitable, and solely for the principal business activities of the Entities.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out at **Item no. 3** of this Notice for your approval as a **Special Resolution**.

ITEM NO. 4:

The Members may note that pursuant to Section 186 of the Companies Act, 2013 (the **"Act"),** the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased **to Rs. 500 Crores (Rupees Five Hundred Crores Only)** with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution set out at **Item no. 4** of this Notice for your approval as a **Special Resolution**.

By Order of the Board of Directors
For Prostarm Info Systems Limited

Sachin Gupta
Company Secretary
Membership No.: F12500

Date: November 14, 2025
Place: Mahape, Navi Mumbai