PROSTARM
Power Redefined

Prostarm/Secretarial/2026-27/52 August 17, 2026

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 19th Annual General Meeting ("AGM") for the Financial Year ended March 31, 2026

Ref: Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations), 2015 (the "SEBI Listing Regulations")

Dear Sir/Madam,

This is further to our letter dated August 12, 2026, wherein we had informed that the 19th Annual General Meeting ('AGM') of the Company will be held on **Friday, September 11, 2026 at 03.00 p.m. (IST)** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India. We are enclosing herewith Notice of the 19th AGM of the Company, which is being sent to the Members, who have registered their e-mail addresses with the Depository Participant(s).

Key Information pertaining to the 19th AGM:

Day, Date & Time of AGM	Friday, September 11, 2026 at 03:00 p.m. (IST)
Venue of AGM	VC / OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 'Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India'.
Cut-off date for E-voting	Friday, September 04, 2026
E-voting start time and date	Tuesday, September 08, 2026 at 9:00 a.m. (IST)
E-voting end time and date	Thursday, September 10, 2026 at 05:00 p.m. (IST)

The Notice convening the 19th AGM of the Company are 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: 2026.08.17 13:22:01 +05'30'

Sachin Gupta
Company Secretary and Compliance officer
Membership No: F12500

Encl: As above

Notice

Notice is hereby given that the **19th (Nineteenth) Annual General Meeting ("AGM")** of the Members of **Prostarm Info Systems Limited** ('**the company**') will be held on **September 11, 2026 at 03:00 P.M. (IST)** through Video Conferencing (**"VC"**)/ Other Audiovisual Means (**"OAVM"**), to transact the business as set out in this notice to transact the following business. The venue of the meeting shall be deemed to be the Registered office of the Company situated at Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India.

Ordinary Business:

Item no.1:

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the reports of Board of Directors and of Auditors thereon.

"**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 comprising of the Balance Sheet as at that date, the Statement of Profit and Loss, the Statement of Changes in Equity, the Cash Flow Statement for the year ended on that date and the Notes to Financial Statements together with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted."

Item no.2:

To Re-appoint Mr. Ram Agarwal (DIN: 01739245) as a Director of the Company, liable to retire by rotation, who had offered himself of re-appointment.

"**RESOLVED THAT** pursuant to Section 152(6) and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Ram Agarwal (DIN: 01739245), Whole Time Director & CEO , who retires by rotation at this Annual General Meeting of the Company, being eligible, has offered himself for re-appointment;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps, as may be required, for obtaining necessary approvals, if any and further to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for the matters concerned and incidental thereto."

Item no.3:

To Appoint M/s Valawat and Associates as the Statutory Auditors of the Company.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/s. Valawat and Associates, Chartered Accountants (Firm Registration No.: 003623C), as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company to be held for the Financial Year 2030-31, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in connection therewith or incidental thereto, to give effect to this resolution including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities."

Special Business:

Item no. 4:

To Ratify the Remuneration payable to M/s Y R Doshi & Company Cost Auditor for the Financial Year 2026-27.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 148(3) and all other applicable provisions of the Companies Act, 2013 **("Act")** read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, the remuneration payable to M/s Y R Doshi & Company, Cost Accountant (Firm Registration No. 000003) who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the

Financial Year 2026-27 amounting to not exceeding ₹70,000/- (Rupees Seventy Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses (at actual) be and is hereby ratified and approved;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in connection therewith or incidental thereto, to give effect to this resolution."

Item no.5:

To Alter the Objects Clause of the Memorandum of Association of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) read with the rules made thereunder and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) including 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 the acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) and based on the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for amendment in the main object Clause i.e. Clause III (A) of the Memorandum of Association (**"MOA"**) of the Company by adding the following Clause after Sub-Clause 2 in the following manner:

3. "*To carry on the business of providing end-to-end system integration, information technology infrastructure solutions and digital technology services, including designing, engineering, consulting, planning, supplying, sourcing, procuring, installing, commissioning, configuring, integrating, testing, operating, maintaining, repairing, upgrading, modernizing, managing and supporting hardware, software, firmware, networking, communication, cloud, data center, cybersecurity, storage, computing, surveillance, audio-visual, automation, Internet of Things (IOT), Artificial Intelligence (AI), Machine Learning (ML), Industrial Automation, Smart Infrastructure, Renewable Energy Integration, Battery Energy Storage Systems (BESS), Energy Storage Solutions, Power Management Systems, Energy Management Platforms and Other Information, Communication and Energy Technology Systems And Solutions; and to undertake turnkey projects, Managed Services, Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC), Facility Management Services, IT Asset Lifecycle Management, Network Integration, Enterprise Infrastructure Solutions, Digital Transformation Projects, Security And Surveillance Systems, Command and Control Centers, Unified Communication Systems, Battery Energy Storage System (BESS) projects, including design, development, supply, installation, commissioning, operation, maintenance and integration of energy storage infrastructure for grid, commercial, industrial, renewable energy and smart infrastructure applications, and all allied, incidental and connected activities for Government, public sector undertakings, statutory bodies, local authorities, defence establishments, educational institutions, commercial, industrial and residential customers in India and abroad.*"

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in connection therewith or incidental thereto, to give effect to this resolution including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities."

Item no.6:

To Issue Fully Convertible Warrants Convertible into Equity Shares of the Company on Preferential Basis.

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

"RESOLVED THAT pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the **"Act"**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the

"**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the "**Listing Regulations**"), and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (Takeover) Code**") and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and/or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") (Collectively referred as "**Stock Exchanges**"), MCA and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the "**Board**") of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 29,43,717 (Twenty Nine Lakhs Forty Three Thousand Seven Hundred Seventeen) Convertible Warrants ("**Warrants**"), at an issue price of ₹ 147/- (Rupees One Hundred Forty Seven Only) per Warrant, aggregating up to ₹ 43,27,26,399/- (Rupees Forty-Three Crore Twenty-Seven Lakh Twenty-Six Thousand Three Hundred and Ninety-Nine Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹ 10/- (Rupees Ten only), each at a premium of ₹ 137/- (Rupees One Hundred Thirty Seven Only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons/entities specified below ("**Warrant Holder**"/ "**Proposed Allottees**") belonging to the non-promoter Category of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Proposed Allottees	Category (Promoter / Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Mrs. Pushpa Rani Bakliwal	Non-Promoter	1,10,421
2.	Mr. Amol Satish Godha	Non-Promoter	1,10,421
3.	Mr. Rohit Jain	Non-Promoter	45,000
4.	Mr. Rinku Kailashchand Jain	Non-Promoter	1,09,000
5.	Mr. Sourav Jain	Non-Promoter	45,000
6.	Mrs. Sushila Devi Jain	Non-Promoter	90,000
7.	Mrs. Rekha Jain	Non-Promoter	90,000
8.	Mr. Pankaj Kumar Jain	Non-Promoter	90,000
9.	Mr. Kailash Chand Jain	Non-Promoter	90,000
10.	Mr. Pranjal Mukesh Jain	Non-Promoter	4,50,000
11.	Mrs. Harshita Jain	Non-Promoter	90,000
12.	Mrs. Shreya Jain	Non-Promoter	45,000
13.	Mrs. Mala Jain	Non-Promoter	45,000
14.	Mr. Vipul Jumaklal Jain	Non-Promoter	45,000
15.	Manish M Davda HUF	Non-Promoter	22,500
16.	Mr. Hitesh Mathuradas Davda	Non-Promoter	22,500
17.	Mr. Rishab Jain	Non-Promoter	45,000
18.	Bharat Hastimal Rajawat HUF	Non-Promoter	73,625
19.	Mrs. Reshma Chapra	Non-Promoter	7,07,250

S. No.	Name of Proposed Allottees	Category (Promoter / Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
20.	Mrs. Saniya Chapra	Non-Promoter	2,06,000
21.	Mrs. Mubina Sofia	Non-Promoter	2,06,000
22.	Mrs. Shifa Chapra	Non-Promoter	2,06,000
	TOTAL		**29,43,717**

RESOLVED FURTHER THAT pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Relevant Date for the purpose of determination of the floor price for the issue of Warrants shall be Wednesday, August 12, 2026, being 30 days prior to the date deemed to be the date of passing of the Special Resolution through Annual General Meeting, i.e. **Friday, September 11, 2026**;

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any Regulatory Authority or Stock Exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms and conditions apart from others as prescribed under the applicable laws:

a) the Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;

b) the Warrants so offered, issued and allotted to the Proposed Allottees shall be issued by the Company for cash consideration, and an amount equivalent to 25% (twenty-five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (**"Warrant Subscription Amount"**). The Warrant holders will be required to make the balance payment which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price (**"Warrant Exercise Amount"**) at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company;

c) the Warrant Subscription Amount and the Warrant Exercise Amount shall be subject to appropriate adjustments as required under applicable laws, rules and regulations, including the SEBI ICDR Regulations;

d) the Warrant holders shall make payment of the consideration for allotment of Warrants and/or equity shares arising out of exercise of such Warrants from their own respective bank accounts into the designated bank account of the Company;

e) the Warrants shall be allotted in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval, or permission, as applicable;

f) the Warrants being allotted to the Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;

g) the equity shares to be allotted on exercise of the Warrants shall be in dematerialised 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;

h) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

i) The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

j) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

k) In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited; and,

l) the 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 SEBI ICDR Regulations;

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s);

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 and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer(including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges for obtaining of in- principle approval, filing of requisite documents with the Registrar of Companies, Mumbai ("**ROC**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders 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, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Warrants or Equity Shares 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 authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
Prostarm Info Systems Limited

sd/-
Sachin Gupta
Company Secretary
Membership No.: F12500

Date: August 12, 2026
Place: Navi Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses as set out in Notice, is annexed hereto. Further, disclosures in relation aforesaid businesses if any of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("**SS-2**") forms an integral part of this Notice.

2. Pursuant to the circulars issued by the Ministry of Corporate Affairs ("**MCA**")vide General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and the latest one being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**"), Circulars issued by Securities and Exchange Board of India with the latest one being October 03, 2024 ("**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 19th Annual General Meeting ("**19th AGM**"/ "**AGM**") of the Company is being conducted through Video Conferencing ("**VC**") facility, without the physical presence of shareholders at a common venue. The deemed venue for the 19th AGM shall be the Registered Office of the Company.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. The attendance of the Members attending the AGM through VC/OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.

5. The brief details of Director retiring by rotation and seeking re-appointment in the ensuing AGM, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ("**SS-2**") issued by the Institute of Company Secretaries of India, is annexed herewith.

6. Members can join AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on a 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 Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors of the Company, etc. who are allowed to attend the AGM without any restriction on account of first-come-first served basis.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations as amended, and the aforesaid Circulars issued by MCA, the Company is providing a facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means. The facility of casting votes by a member using a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

8. The Notice of the AGM has been uploaded on the website of the Company at www.prostarm.com. The Notice can also be accessed from the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and is also available on the website of NSDL i.e. www.evoting.nsdl.com.

9. Since the AGM is being held only through the VC/ OAVM facility, the route map is not annexed to this Notice.

10. 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 AGM 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.

11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 05, 2026 to Friday, September 11, 2026 (both days inclusive).

12. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.

13. 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 all other documents if any referred to in the Annual Report, will be available electronically for inspection. Members seeking to inspect such documents can send an email to investor@prostarm.com.

14. 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.

15. Members are requested to notify immediately any change in the above KYC details 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.

16. 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.

17. 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 for the 19th AGM. The scrutinizer will ensure that the e-Voting process is conducted in a fair and transparent manner.

18. After the conclusion of voting at the AGM, the Scrutinizer shall unblock the votes cast through remote E-voting and E-voting during the AGM and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against each resolution to the Chairman or a person authorised by him, who shall countersign the Report and declare the results.

19. The voting results will be announced within two working days from the conclusion of AGM. Upon receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM.

20. The results shall be declared after receiving the consolidated Scrutinizers' Report from the Scrutinizer. 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.

21. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 04, 2026 ("**Cut-off date**"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

22. **The remote e-voting period will commence at 09.00 a.m. on Tuesday, September 08, 2026 and will end at 05.00 p.m. on Thursday, September 10, 2026 (both days inclusive)**. In addition, the Members attending the 19th AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the 19th AGM.

23. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the AGM mentioning their name, demat account number/folio number, email id, mobile number at investor@prostarm.com and the Members who do not wish to speak during the AGM but desirous of obtaining any information/clarification(s) concerning the Financial Statements/Annual Report of the Company, are requested to send the same at least 7 days before the AGM mentioning their name, demat account number/ folio number, email address, mobile number at investor@prostarm.com so that the same may be replied to suitably.

24. Pursuant to MCA Circulars and SEBI Circulars, the Notice of the 19th AGM and the Annual Report for FY 2025-26 are being sent via Email to the Members whose Email Ids are registered with the RTA or Company or Depositories or Depository Participants (DPs).

    Members who wish to obtain a physical copy of the Notice of the 19th AGM and the Annual Report for FY 2025-26 may send a request by mentioning their Folio No./DP Id and Client Id to the Company at investor@prostarm.com.

25. All relevant documents referred, if any to in this AGM Notice are available for inspection on the Company's website at www.prostarm.com.

26. The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e. remote e-Voting and the e-Voting held at the AGM).

The instructions for members for remote e-voting and joining Annual General Meeting are as under:

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings ("**SS-2**")issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by National Securities Depository Limited ("**NSDL**") on all the resolutions set forth in this Notice. The remote e-voting period begins on Tuesday, September 08, 2026 at 09:00 a.m. (IST) and ends on Thursday, September 10, 2026 at 05:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cutoff date i.e. September 04, 2026 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Also, only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 09, 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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:**
Individual Shareholders holding securities in demat mode with 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.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants.	5. 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 Forget User ID and Forget Password option available at abovementioned website.

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

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

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

1. 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.
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 log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services 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 the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned **below in process for those Shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
   a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
   b) Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open

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

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

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

General Guidelines for Shareholders:

1. Institutional Shareholders/Corporate 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.
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 (Ms. Pallavi Mhatre - Senior Manager) at evoting@nsdl.com.

The Instructions for Members for E-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
2. Only those Members/Shareholders, who 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 during the course of the AGM and 30 minutes after the close of AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM are required to follow the same process as given in point no 3 under general guidelines for Shareholders.

Instructions for Members for Attending the AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see a link of 'VC/OAVM' placed under the 'Join meeting' menu against the Company name. You are requested to click on the VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Please note that Participants using Mobile Hotspot to connect to the Meeting may experience Audio/ Video loss due to fluctuation in their network. It is therefore recommended to use a Laptop with

stable Wi-Fi or LAN Connection to mitigate any kind of glitches and better experience. Members can login and join at least 30 minutes before the time scheduled for the AGM.

3. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor@prostarm.com. The same will be replied by the Company suitably.

4. Shareholders who wish to express their views/ask questions at the AGM may register themselves as Speaker Shareholders at least 7 days prior to the meeting by writing to the Company at investor@prostarm.com.

5. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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 procuring notice and e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Name, Folio No., share certificate number, PAN, mobile number and email address and also upload the image of share certificate in PDF or JPEG format (up to 1 MB) at www.kfintech.com.

2. In case shares are held in demat mode, please provide Name, DP ID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), PAN, mobile number and email address. If you are an Individual shareholder 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')

Item no.3:

M/s. Mansaka Ravi & Associates, Chartered Accountants (Firm Registration No.: 015023C) were re-appointed as the Statutory Auditors at the 13th Annual General Meeting of the Company held on November 30, 2021 for a period of Five years i.e., from Financial Year 2021-22 to Financial Year 2025-26, to hold office till the conclusion of the 19th Annual General Meeting of the Company.

Accordingly, M/s. Mansaka Ravi & Associates would be completing their second term as the Statutory Auditors of the Company at this Annual General Meeting. Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on August 12, 2026 have recommended, the appointment of M/s. Valawat and Associates, Chartered Accountants (Firm Registration No.: 003623C), as the Statutory Auditors of the Company. M/s. Valawat and Associates have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/s. Valawat and Associates will hold office for a period of 5 (Five) consecutive years from the conclusion of the ensuing 19th Annual General Meeting of the Company till the conclusion of the 24th Annual General Meeting subject to the approval by the Shareholders at the ensuing Annual General Meeting.

M/s. Valawat & Associates is a firm of Chartered Accountants (CA Priyansh Valawat being the Partner) registered with The Institute of Chartered Accountants of India (ICAI) bearing ICAI Firm Registration No. 003623C. The firm was established in the year 1987 and rendering un-interrupted value-added services to the incorporated bodies, reputed business houses and High Net worth (HNI) individuals. M/s. Valawat & Associates has head office at Udaipur, Rajasthan and Branch Office at Mumbai, Maharashtra. The Partners of the firm are well experienced in field of audit, taxation, company law matters, Central Excise, Custom Laws, Sales tax and Project financing. Firm has served many manufacturing and trading industries over the years some of major industries are as: NBFC, Insurance Sector, Chemical Industries, Education Industries, Retail & Consumer Industries, Media & Entertainment Sector, Construction Sector, Hospitality Sector, Technology Sector and Banking Sector.

The proposed remuneration to be paid to M/s. Valawat and Associates for audit services for the financial year ending March 31, 2027 is ₹ 10,50,000/-plus applicable taxes and out-of-pocket expenses.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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

The Board recommends the resolution set out at **Item No. 3** of the Notice for approval by the Members by way of an **Ordinary Resolution**.

Item no.4:

The Board of Directors of the Company at their meeting held on August 12, 2026, based on the recommendation of the Audit Committee, has considered and approved the re-appointment and remuneration of M/s. Y R Doshi & Company Cost Accountants (Firm Registration No. 000003) as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2026-27, at a remuneration of ₹ 70,000/- plus applicable tax, and reimbursement of out of pocket expenses (at actuals, if any, in connection with audit. M/s. Y R Doshi & Company, Cost Accountants (Firm Registration No. 000003) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and is not disqualified under section 141 read with section 148 of the Companies Act, 2013 and rules made thereunder.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to the cost auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

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

The Board recommends the resolution set out at **Item No. 4** of the Notice for approval by the Members by way of an **Ordinary Resolution**.

Item no.5:

The Company was originally incorporated under the provisions of the Companies Act, 1956, having the objects of designing, manufacturing, assembling, sale, service and supply of Energy Storage Equipment and Power Conditioning Equipment ("Power Solution Products").

With the rapid advancement of technology, increasing digital transformation initiatives across industries, and the growing demand for integrated information technology infrastructure, system integration, smart infrastructure energy storage solutions, etc., the Management has reviewed the evolving business landscape and identified significant opportunities to expand the Company's business operations. The proposed expansion is aligned with the Company's long-term growth strategy and will enable it to capitalize on emerging opportunities in the areas of information technology, digital infrastructure, cloud computing, cybersecurity, artificial intelligence (AI), Industrial automation, renewable energy, integration Battery Energy Storage Systems (BESS) etc.

Accordingly, the Board of Directors, at its meeting held on August 12, 2026, approved the proposal to alter the Main Objects Clause of the Memorandum of Association by inserting an additional new sub-clause to expressly authorize the Company to undertake the business of providing end-to-end system integration, information technology infrastructure solutions, digital technology services, renewable energy integration, Battery Energy Storage System (BESS) projects etc., maintenance services and other allied technology for Government departments, public sector undertakings, statutory authorities, defence establishments, educational institutions, commercial, industrial and residential customers in India and abroad.

The proposed alteration will broaden the scope of the Company's existing objects and provide the necessary legal and operational flexibility to undertake such activities, participate in new business opportunities and projects, and diversify its service offerings in line with evolving market requirements, thereby supporting the Company's long-term growth and value creation objectives.

In terms of Sections 4 and 13 of the Companies Act, 2013, alteration of the Objects Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during business hours at the Registered Office of the Company up to the date of the General Meeting.

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

The Board recommends the resolution set out at **Item No. 5** of the Notice for approval by the Members by way of a **Special Resolution**.

Item no.6:

The Company requires additional funds to meet its working capital requirements and to support its ongoing business operations and operational requirements. In order to augment the Company's financial resources and strengthen its working capital position, the Board of Directors has considered various fundraising alternatives and has identified the preferential issue of Convertible Warrants as an appropriate and efficient mode of raising funds.

The proceeds of the proposed Preferential Issue are intended to be utilised primarily towards the Company's working capital requirements, including funding its day-to-day operational requirements, business operations and other working capital needs, as may be determined by the management from time to time in the ordinary course of business.

Accordingly, the Board of Directors of the Company, at its meeting held on Wednesday, August 12, 2026, approved, subject to the approval of the Members and such other statutory, regulatory and governmental approvals as may be required, the issuance of up to 29,43,717 (Twenty Nine Lakhs Forty Three Thousand Seven Hundred Seventeen) Convertible Warrants ("**Warrants**"), each convertible into 1 (One) Equity Share of the Company, on a preferential basis to the proposed allottees, in accordance with the provisions of the Companies Act, 2013 ("**Act**") and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and other applicable laws.

Pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, the proposed Preferential Issue of Warrants requires the approval of the Members of the Company by way of a Special Resolution.

The disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Chapter V of the SEBI ICDR Regulations and other applicable provisions of law in relation to the proposed Preferential Issue are set out hereunder:

a) **Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board of Directors of the Company, at its meeting held on Wednesday, August 12, 2026, subject to the approval of the Members of the Company and such other statutory, regulatory and governmental approvals, permissions and sanctions as may be required, approved the issuance and allotment, in one or more tranches, of up to 29,43,717 (Twenty Nine Lakhs Forty Three Thousand Seven Hundred Seventeen) Convertible Warrants ("**Warrants**"), at an issue price of ₹ 147/- (Rupees One Hundred Forty Seven Only) per Warrant, aggregating up to ₹ 43,27,26,399/- (Rupees Forty-Three Crore Twenty-Seven Lakh Twenty-Six Thousand Three Hundred and Ninety-Nine Only).

Each Warrant shall carry a right exercisable by the Warrant Holder to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a premium of ₹ 137- (Rupees One Hundred Thirty Seven Only) per Equity Share, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

The Warrants are proposed to be issued on a preferential basis to the persons/entities identified in this Notice ("Proposed Allottees"), belonging to the Non-Promoter Category of the Company, for cash consideration payable through banking channels/electronic modes, and on such terms and conditions as may be determined by the Board in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws:

S. No.	Name of Proposed Allottees	Category (Promoter / Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Mrs. Pushpa Rani Bakliwal	Non-Promoter	1,10,421
2.	Mr. Amol Satish Godha	Non-Promoter	1,10,421
3.	Mr. Rohit Jain	Non-Promoter	45,000
4.	Mr. Rinku Kailashchand Jain	Non-Promoter	1,09,000
5.	Mr. Sourav Jain	Non-Promoter	45,000
6.	Mrs. Sushila Devi Jain	Non-Promoter	90,000
7.	Mrs. Rekha Jain	Non-Promoter	90,000
8.	Mr. Pankaj Kumar Jain	Non-Promoter	90,000
9.	Mr. Kailash Chand Jain	Non-Promoter	90,000
10.	Mr. Pranjal Mukesh Jain	Non-Promoter	4,50,000
11.	Mrs. Harshita Jain	Non-Promoter	90,000
12.	Mrs. Shreya Jain	Non-Promoter	45,000
13.	Mrs. Mala Jain	Non-Promoter	45,000
14.	Mr. Vipul Jumaklal Jain	Non-Promoter	45,000
15.	Manish M Davda HUF	Non-Promoter	22,500
16.	Mr. Hitesh Mathuradas Davda	Non-Promoter	22,500
17.	Mr. Rishab Jain	Non-Promoter	45,000
18.	Bharat Hastimal Rajawat HUF	Non-Promoter	73,625
19.	Mrs. Reshma Chapra	Non-Promoter	7,07,250
20.	Mrs. Saniya Chapra	Non-Promoter	2,06,000
21.	Mrs. Mubina Sofia	Non-Promoter	2,06,000
22.	Mrs. Shifa Chapra	Non-Promoter	2,06,000
	TOTAL		**29,43,717**

b) **Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

The Company proposes to create, offer, issue and allot, in one or more tranches, up to 29,43,717 (Twenty Nine Lakhs Forty Three Thousand Seven Hundred Seventeen) Convertible Warrants ("**Warrants**"), on a preferential basis to the proposed allottees identified by the Board.

Each Warrant shall carry a right exercisable by the Warrant Holder to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten Only) each, at an issue price of ₹ 147/- (Rupees One Hundred Forty Seven Only) per Warrant, comprising a face value of ₹ 10/- (Rupees Ten Only) each at a premium of ₹ 137/- (Rupees One Hundred Thirty Seven Only) per Equity Share upon conversion.

The aggregate consideration for the proposed Preferential Issue shall be up to ₹ 43,27,26,399/- (Rupees Forty-Three Crore Twenty-Seven Lakh Twenty-Six Thousand Three Hundred and Ninety-Nine Only), assuming full subscription and conversion of all the Warrants into Equity Shares in accordance with the terms of the issue and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

c) **Purpose/Object of the preferential issue:**

The Company proposes to raise funds through the issuance of up to 29,43,717 (Twenty Nine Lakhs Forty Three Thousand Seven Hundred Seventeen) Convertible Warrants, each carrying a right to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company, at an issue price of ₹ 147/- (Rupees One Hundred Forty-Seven only) per Warrant, aggregating up to ₹ 43,27,26,399/- (Rupees Forty-Three Crore Twenty-Seven Lakh Twenty-Six Thousand Three Hundred and Ninety-Nine Only).

The proceeds of the proposed Preferential Issue are proposed to be utilised primarily towards meeting the working capital requirements of the Company, including funding the Company's day-to-day operational requirements, procurement and other business-related expenditures, and strengthening its liquidity position.

The proposed utilisation of the Issue Proceeds is set out below:

Sr. no	Purpose/Object(s) of the Preferential Issue	Estimated amount to be utilized for each of the Objects (Amount in ₹)	Tentative timeline for utilization of issue proceeds from the date of receipt of funds
1	Working Capital	₹ 43,27,26,399/- (Rupees Forty-Three Crore Twenty-Seven Lakh Twenty-Six Thousand Three Hundred and Ninety-Nine Only)	As estimated by management, the entire proceeds received from the issue would be utilized within 24 months from the date of receipt of funds.

The above proposed utilisation is based on the Company's current business plans, operational requirements and management estimates. The actual deployment of funds may vary depending upon the Company's business requirements, operational conditions, prevailing market conditions and other relevant factors.

Since the proposed Preferential Issue is by way of Convertible Warrants, the Company shall receive 25% of the issue price of the Warrants upfront at the time of allotment of the Warrants, in accordance with Regulation 169 of the SEBI ICDR Regulations. The balance 75% of the issue price of the Warrants shall be payable by the respective Warrant Holders upon exercise of the Warrants within the prescribed period of 18 (Eighteen) months from the date of allotment of the Warrants.

Accordingly, the funds received by the Company from time to time, including the upfront subscription amount and the balance consideration received upon exercise of the Warrants, shall be utilised towards the aforesaid working capital requirements, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws.

The Company intends to utilise the Issue Proceeds within 24 (Twenty-Four) months from the respective dates of receipt of funds, subject to the actual business requirements and availability of funds.

Pending utilisation of the Issue Proceeds for the aforesaid purpose, the Company may temporarily deploy the unutilised funds in such manner as may be permitted under applicable laws.

In terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amount proposed to be utilised towards the stated object may vary by ±10% (plus or minus ten per cent) depending upon future business requirements and prevailing commercial circumstances. The estimated utilisation is based on the Company's current business plans and is subject to various financial, market, operational, technical, regulatory and other factors.

The Company shall monitor the utilisation of the Issue Proceeds and deploy the funds towards the stated object in accordance with the applicable provisions of law. In the event of any variation in the utilisation of the Issue Proceeds, the Company shall comply with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations and the requirements of the Stock Exchanges.

The Board of Directors shall have the flexibility to determine the timing and manner of utilisation of the Issue Proceeds towards the aforesaid working capital requirements, depending upon the Company's business and operational needs, subject to compliance with applicable laws and regulatory requirements.

d) Basis on which the price has been arrived at along with report of the Registered Valuer:

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). The Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"). NSE, being the Stock Exchange having higher trading volume in respect of the Equity Shares of the Company during the relevant period, has been considered for determining the issue price.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the floor price of the Equity Shares to be allotted upon conversion of the Convertible Warrants has been determined on the basis of the higher of:

a) ₹ 146.94 per Equity Share, being the 90 Trading Days' Volume Weighted Average Price ("**VWAP**") of the Equity Shares of the Company quoted on NSE preceding the Relevant Date; or

b) ₹ 138.67 per Equity Share, being the 10 Trading Days' VWAP of the Equity Shares of the Company quoted on NSE preceding the Relevant Date.

Accordingly, the floor price determined under Regulation 164(1) of the SEBI ICDR Regulations is ₹ 146.94 per Equity Share.

The Company confirms that its Articles of Association do not contain any restrictive provisions relating to the preferential issue of securities and do not prescribe any specific method for determination of the issue price.

The proposed preferential issue, whether considered individually or together with any preferential allotments proposed to be made to the proposed allottee(s) and/or persons acting in concert with such allottee(s), does not exceed 5% of the post-issue fully diluted share capital of the Company. Further, the proposed preferential issue does not result in any change in control or management of the Company.

However, as a matter of abundant caution and in furtherance of good corporate governance, transparency and enhanced shareholder disclosures, the Company has voluntarily obtained a valuation report from an Independent Registered Valuer for determination of the fair value of the Equity Shares proposed to be issued upon conversion of the Convertible Warrants.

Accordingly, the Company has obtained a valuation report dated August 12, 2026, from Ms. Kavita Joshi, Chartered Accountant (Membership No. 190551) and Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), having her office at 303, Building No. 9, Phase-I, Vardhaman Vatika Complex, Vasind, Taluka Shahapur, Thane – 421601. The Registered Valuer has determined the fair value of the Equity Shares at ₹ 145.78 per Equity Share after considering the Cost Approach (Net Asset Value Method), Income Approach (Profit Earning Capitalisation Value Method) and Market Approach (Market Price Method).

Accordingly, while determining the issue price, the Company has considered:

(i) the floor price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations, being ₹ 146.94 per Convertible Warrant; and

(ii) the fair value determined by the Independent Registered Valuer, being ₹ 145.78 per Convertible Warrant.

Since the floor price determined under Regulation 164 of the SEBI ICDR Regulations is higher than the fair value determined by the Registered Valuer, the minimum issue price works out to ₹ 146.94 per Convertible Warrant.

The Board of Directors has approved the issue price of ₹ 147 (Rupees One Hundred Forty-Seven Only) per Convertible Warrant, which is higher than the minimum price determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations.

The valuation report dated August 12, 2026, issued by Ms. Kavita Joshi, Registered Valuer (IBBI

Registration No. IBBI/RV/06/2025/15868), shall be available for inspection by the Members through electronic mode during business hours on all working days from the date of dispatch of this Notice up to and including the date of the Annual General Meeting. Members desirous of inspecting the said valuation report may access the same through the website of the Company at www.prostarm.com/wp-content/uploads/2019/09/valuation-report.pdf

Accordingly, the provisions of Regulation 166A of the SEBI ICDR Regulations are not applicable to the proposed preferential issue. The valuation report is also available on the website of the Company at www.prostarm.com/wp-content/uploads/2019/09/valuation-report.pdf and may be accessed by the Members during the aforesaid period.

e) Regulation 166A of the SEBI ICDR Regulations:

The proposed Preferential Issue of Convertible Warrants, whether considered individually or together with any other preferential allotment proposed to be made to the respective Proposed Allottee(s) and/or persons acting in concert with such Proposed Allottee(s), does not result in allotment of more than five per cent (5%) of the post-issue fully diluted share capital of the Company to any allottee or to allottees acting in concert.

Further, the proposed Preferential Issue does not result in any change in control of the Company.

Accordingly, the provisions of Regulation 166A of the SEBI ICDR Regulations are not applicable to the proposed Preferential Issue.

Notwithstanding the above, the Company has voluntarily obtained a valuation report from a Registered Valuer for determining the fair value of the Equity Shares proposed to be allotted upon conversion of the Warrants.

f) Relevant Date :

In accordance with Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Relevant Date for determining the floor price of the Convertible Warrants proposed to be issued on a preferential basis is Wednesday, August 12, 2026, being 30 (Thirty) days prior to the date on which the Special Resolution is deemed to have been passed by the Members through Annual General Meeting, i.e., Friday, September 11, 2026.

In the event that the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be considered as the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations.

g) Identity of the Proposed Allottees (including the Natural Persons who are the Ultimate Beneficial Owners of the Equity Shares proposed to be allotted and/or who ultimately control), the Percentage of Post-Preferential Issue Capital that may be held by them, Change in Control, if any, consequent to the Preferential Issue and the Current and Proposed Status of the Allottees :

The proposed Preferential Issue of Convertible Warrants is being made to the persons/entities identified by the Board of Directors, all of whom belong to the Non-Promoter Category. The details of the proposed allottees, including their current status, ultimate beneficial owners, pre-issue shareholding, number of Equity Shares proposed to be allotted upon conversion of the Warrants, post-issue shareholding (assuming full conversion of the Warrants) and their proposed status after the Preferential Issue, are provided below:

Sr. No.	Name of the Proposed Allottees	Current Status (Pre Issue Category/ Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre-issue Shareholding		No. of Equity Shares to be issued (Upon Conversion)	*Post Issue/Allotment of Equity Shares		Proposed Status (Post Issue Category/ Class)
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
1.	Mrs. Pushpa Rani Bakliwal	Non-Promoter	Self	Nil	Nil	1,10,421	1,10,421	0.1786%	Non-Promoter
2.	Mr. Amol Satish Godha	Non-Promoter	Self	Nil	Nil	1,10,421	1,10,421	0.1786%	Non-Promoter
3.	Mr. Rohit Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.0728%	Non-Promoter
4.	Mr. Rinku Kailashchand Jain	Non-Promoter	Self	Nil	Nil	1,09,000	1,09,000	0.1763%	Non-Promoter
5.	Mr. Sourav Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.0728%	Non-Promoter
6.	Mrs. Sushila Devi Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.1456%	Non-Promoter
7.	Mrs. Rekha Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.1456%	Non-Promoter
8.	Mr. Pankaj Kumar Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.1456%	Non-Promoter
9.	Mr. Kailash Chand Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.1456%	Non-Promoter
10.	Mr. Pranjal Mukesh Jain	Non-Promoter	Self	18,689	0.0317%	4,50,000	4,68,689	0.7582%	Non-Promoter
11.	Mrs. Harshita Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.1456%	Non-Promoter
12.	Mrs. Shreya Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.0728%	Non-Promoter
13.	Mrs. Mala Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.0728%	Non-Promoter
14.	Mr. Vipul Jumaklal Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.0728%	Non-Promoter
15.	Manish M Davda HUF	Non-Promoter	Karta of HUF is Mr. Manish M Davda	Nil	Nil	22,500	22,500	0.0364%	Non-Promoter
16.	Mr. Hitesh Mathuradas Davda	Non-Promoter	Self	Nil	Nil	22,500	22,500	0.0364%	Non-Promoter
17.	Mr. Rishab Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.0728%	Non-Promoter
18.	Bharat Hastimal Rajawat HUF	Non-Promoter	Karta of HUF is Mr. Bharat Hastimal Rajawat	Nil	Nil	73,625	73,625	0.1191%	Non-Promoter
19.	Mrs. Reshma Chapra	Non-Promoter	Self	Nil	Nil	7,07,250	7,07,250	1.1441%	Non-Promoter
20.	Mrs. Saniya Chapra	Non-Promoter	Self	Nil	Nil	2,06,000	2,06,000	0.3332%	Non-Promoter
21.	Mrs. Mubina Sofia	Non-Promoter	Self	Nil	Nil	2,06,000	2,06,000	0.3332%	Non-Promoter
22.	Mrs. Shifa Chapra	Non-Promoter	Self	Nil	Nil	2,06,000	2,06,000	0.3332%	Non-Promoter

Note - *Post-issue shareholding has been calculated assuming full conversion of all the Convertible Warrants into Equity Shares and assuming that there is no other change in the paid-up equity share capital of the Company.

Further, the proposed Preferential Issue shall not result in any change in the control or management of the Company. The proposed allottees shall continue to be classified as Non-Promoters both before and after the Preferential Issue.

h) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer:

None of the Promoters, members of the Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to the Convertible Warrants proposed to be issued pursuant to the Preferential Issue.

Accordingly, no Promoter, member of the Promoter Group, Director or Key Managerial Personnel of the Company shall participate in the proposed Preferential Issue of Convertible Warrants.

i) the proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority or Exchanges or any Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

j) The pre issue and post issue shareholding pattern of the company in the following format:

Sr. No.	Category	Pre-Issue Shareholding		*Post Issue Shareholding (Presuming full conversion of warrants)	
		No. of equity shares held	% of Shares	No. of equity shares held	% of Shares
A	**Promoter & Promoter Group Share holding**				
A1	Indian Promoter				
	Individual	4,28,78,664	72.83	4,28,78,664	69.36%
	Body Corporate	-	-	-	-
	Sub Total	**4,28,78,664**	**72.83**	**4,28,78,664**	**69.36%**
A2	Foreign Promoter	-	-	-	-
	Sub Total (A)	**4,28,78,664**	**72.83**	**4,28,78,664**	**69.36%**
B	**Public Share holding**				
B1	Institutions	-	-	-	
B2	Institutions (Domestic)	5,11,474	0.87	5,11,474	0.83%
B3	Institutions (Foreign)	3,01,200	0.51	3,01,200	0.49%
B4	Central Government / State Government(s)	-	-	-	-
B5	Non-Institutions Investor Education and Protection Fund (IEPF)	-	-	-	-
i	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
ii	Key Managerial Personnel	11	0.00	11	0.00%
iii	Resident Individuals holding nominal share capital up to ₹ 2 lakhs	1,16,15,327	19.73	1,16,15,327	18.79%
iv	Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs	14,49,997	2.46	42,97,589	6.95%
v	Non-Resident Indians (NRIs)	3,59,528	0.61	3,59,528	0.58%
vi	Foreign Companies	15,885	0.03	15,885	0.03%
vii	Bodies Corporate	9,10,516	1.55	9,10,516	1.47%
	Any Other (including HUFs)	8,31,990	1.41	9,28,115	1.50%
	Sub Total B=B1+B2+B3+B4+B5	**1,59,95,928**	**27.17**	**1,89,39,645**	**30.64%**
	Total Shareholding (A+B)	**5,88,74,592**	**100**	**6,18,18,309**	**100.00**

Note *The Shareholding details are assuming the full conversion of outstanding warrants.

k) The 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:

The Company has not made any allotment of securities on a preferential basis during the financial year 2026-27 up to the date of this Notice. Accordingly, no securities have been allotted on a preferential basis and no issue price has been determined or paid in respect of any such allotment during the said period.

l) Principle terms of assets charged as securities:

The Convertible Warrants proposed to be issued pursuant to the Preferential Issue are unsecured in nature and no assets of the Company are proposed to be charged or encumbered in connection with the issue of the Convertible Warrants or the Equity Shares arising upon conversion thereof.

Accordingly, there are no principal terms of assets charged as security that are required to be disclosed pursuant to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

m) Material terms of raising such securities:

The issue of Warrants shall be subject to the following terms and conditions:

a) the Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;

b) the Warrants so offered, issued and allotted to the Proposed Allottees shall be issued by the Company for cash consideration, and an amount equivalent to 25% (twenty-five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (**"Warrant Subscription Amount"**). The Warrant holders will be required to make the balance payment which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price ("Warrant Exercise Amount") at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company;

c) the Warrant Subscription Amount and the Warrant Exercise Amount shall be subject to appropriate adjustments as required under applicable laws, rules and regulations, including the SEBI ICDR Regulations;

d) the Warrant holders shall make payment of the consideration for allotment of Warrants and/or equity shares arising out of exercise of such Warrants from their own respective bank accounts into the designated bank account of the Company;

e) the Warrants shall be allotted in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval, or permission, as applicable;

f) the Warrants being allotted to the Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;

g) the equity shares to be allotted on exercise of the Warrants shall be in dematerialised 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;

h) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

i) The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

j) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

k) In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited; and,

l) the 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 SEBI ICDR Regulations;

n) Lock-In Period & Transferability:

The Convertible Warrants proposed to be allotted pursuant to the Preferential Issue and the Equity Shares arising upon conversion thereof shall be subject to the lock-in requirements prescribed under Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The pre-preferential shareholding, if any, of the Proposed Allottees shall also be subject to lock-in in accordance with the applicable provisions of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be in accordance with Regulation 167(6) of the SEBI ICDR Regulations granted for the preferentially allotted securities or such other period as may be prescribed under the SEBI ICDR Regulations from time to time.

The Convertible Warrants and the Equity Shares allotted pursuant to their conversion shall be transferable only in accordance with the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

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

The proposed Preferential Issue of Convertible Warrants is being made for cash consideration and, accordingly, no justification is required in respect of allotment for consideration other than cash.

However, for the purpose of determining the issue price and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company has obtained a valuation report from a Registered Valuer. The issue price of the Convertible Warrants has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations and is not less than the floor price prescribed thereunder.

p) Certificate of Practicing Company Secretary:

The Certificate issued by Mr. Rajkumar Gupta, Practicing Company Secretary, Proprietor of Rajkumar Gupta & Co., (Membership No. 11272; Certificate of Practice No. 18582), certifying that the proposed Preferential Issue of Convertible Warrants is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, shall be available for inspection by the Members through electronic mode during the period of remote e-voting.

The said certificate shall also be made available on the website of the Company at www.prostarm.com/wp-content/uploads/2019/09/pcs-certificate.pdf and shall be accessible to the Members up to the date of declaration of the results of the Annual General Meeting.

q) Disclosure pursuant to Regulations 163 (1) (g) and 163(1) (h) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period exceeding 90 (Ninety) Trading Days preceding the Relevant Date. Accordingly, the provisions relating to re-computation of the issue price under Regulation 164(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") are not applicable to the proposed preferential issue.

Consequently, the undertaking contemplated under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations, in relation to re-computation of the issue price under Regulation 164(3), is not applicable in view of the non-applicability of Regulation 164(3).

However, the Company undertakes that it shall re-compute the price of the Convertible Warrants and/or the number of Equity Shares to be allotted upon exercise of the Convertible Warrants, if and to the extent required under Regulation 166 of the SEBI ICDR Regulations or any other applicable law for the time being in force.

The Company further undertakes that, if the amount payable pursuant to such re-computation is not paid by the Warrant Holder within the time prescribed under the SEBI ICDR Regulations, the Convertible Warrants and the Equity Shares allotted pursuant thereto shall continue to remain locked-in until such amount is paid in accordance with the applicable provisions of the SEBI ICDR Regulations.

r) Other disclosures/Undertaking:

i. The Company, its Promoters and Directors are not categorized as wilful defaulters by any bank, financial institution or consortium thereof in accordance with the guidelines issued by the Reserve Bank of India and have not been classified as fraudulent borrowers. Accordingly, the disclosures prescribed under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

ii. None of the Promoters, members of the Promoter Group or Directors of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company is in compliance with the applicable provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013 and the rules and regulations made thereunder, including the SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees, except those allottees who may be exempt from specifying PAN for transacting in the securities market under applicable laws and regulations.

v. The Company has made / shall make an application to BSE Limited and National Stock Exchange of India Limited for obtaining in-principle approval for the proposed Preferential Issue in terms of Regulation 28 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

vi. The Company is in compliance with the conditions for continuous listing prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the Stock Exchanges.

vii. Since the Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period exceeding 90 Trading Days preceding the Relevant Date, the provisions relating to re-computation of issue price under Regulation 164(3) of the SEBI ICDR Regulations are not applicable.

viii. The Proposed Allottees have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Company has complied with the requirements of Regulation 159 of the SEBI ICDR Regulations.

ix. The Equity Shares, if any, held by the Proposed Allottees in the Company are in dematerialised form.

x. None of the Promoters or members of the Promoter Group has subscribed to any warrants of the Company during the one year preceding the Relevant Date.

xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and the applicable provisions of the SEBI ICDR Regulations require approval of the Members by way of a Special Resolution for issuance of securities on a preferential basis.

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

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

ANNEXURE

DETAILS OF DIRECTOR SEEKING REVISION IN TERMS / RE-APPOINTMENT AT THE 19TH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name (in full):	**Mr. Ram Agarwal**
Director Identification Number (DIN):	01739245
Age (in Years)	46 Years
Qualification:	Bachelor of Commerce from the University of Calcutta
Experience and expertise in specific functional area	He holds over 18 years of experience in the fields of electrical and electronic control, energy storage, power conditioning and power consumption solutions.
Brief profile of Director	Mr. Ram Agarwal is the Whole-time Director and Chief Executive Officer and Promoter of our Company. He has been associated with our Company since its incorporation and is the founding Promoter. He has completed the degree of Bachelor of Commerce from the University of Calcutta. He holds over 18 years of experience in the fields of electrical and electronic control, energy storage, power conditioning and power consumption solutions. His roles and responsibilities include formulation and implementation of business strategy for growth and expansion of our business.
Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	As per the resolution at Item no. 2 of the Notice convening this Annual General Meeting, Mr. Ram Agarwal is proposed to be re-appointed, who is liable to retire by rotation. Last drawn remuneration paid during the Financial Year 2025-26 is provided in the Annual Report 2025-26.
Directorship in other Companies including Listed Company along with the listed Companies in which he resigned in the past Three (3) Years	04
***Membership of Committees of other Companies including Listed Company**	03
Shareholding in the Company, including shareholding as a beneficial owner	21.00%
Date of first Appointment on the Board	Mr. Ram Agarwal was first appointed to the Board in 2008. He ceased to be a member of the Board on June 14, 2018. He was unanimously appointed as a member of the Board effective March 25, 2022.
Relationship with other Directors, Manager, and other KMP of the Company	Mr. Ram Agarwal is Brother-in-Law of Mr. Vikas Agarwal
Number of Meetings of the Board attended during the year (FY 2025-26)	06

Membership includes the Membership of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company.