

September 06, 2025

To

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Symbol: SMARTEN

ISIN: INE14GK01016

Dear Sir/ Madam

Sub.: Notice of the Eleventh 11th Annual General Meeting (AGM) of the Company

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Notice of the 11th AGM ("the Notice") of the members of the Company to be held on Tuesday, September 30, 2025, at 03:00 p.m. IST at the registered office of the Company situated at 374, 1st Floor, Pace City – 2, Sector -37, Gurgaon, 122001, Haryana, India, which is being sent to the members through electronic mode. The Notice is also made available on the Company's website at <https://smartenpowersystems.in/corporate-announcements/>

Kindly take the same on your record

Thanking you,

Yours Faithfully

For **SMARTEN POWER SYSTEM LIMITED**

(formerly known as Smarten Power Systems Private Limited)

Rajnish Sharma

Whole Time Director

DIN: 06964929

SMARTEN POWER SYSTEMS LIMITED

(Formerly known as Smarten Power Systems Private Limited)

Reg Office: 374, 1st Floor Pace City-2, Sector-37, Gurgaon, Haryana, India, 122001

CIN: U31401HR2014PLC052897 **Phone:** +91 124 4720456 **Email:**

info@smartenpowersystems.com

Website: www.smartenpowersystems.com

NOTICE OF 11th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting (“AGM”) of the members of **Smarten Power Systems Limited (formerly known as Smarten Power Systems Private Limited)** will be held on Tuesday, September 30, 2025, at 03:00 p.m. IST at the registered office of the Company situated at 374, 1ST Floor, Pace City – 2, Sector -37, Gurgaon, Haryana, India 122001

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mr. Rajnish Sharma (DIN: 06813014), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Arun Bhardwaj (DIN: 06964929), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the remuneration of M/s. Ajay Kumar Singh, Cost Accountants (Firm Registration Number: 000386), Delhi, appointed as the Cost Auditors of the Company for the Financial Year ending March 31, 2026.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 and all the applicable provisions of the Act (including any statutory modification(s) or amendment(s) thereto and re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. Ajay Kumar Singh & Co, Cost Accountants (Firm Registration No. 000386), who are appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026.

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RESOLVED FURTHER THAT, the Board of Directors of the Company (including any committee thereof) and/or Company Secretary be and is hereby authorized to sign and submit necessary documents, papers and e-forms electronically, with the office of the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors
For Smarten Power Systems Limited
(formerly known as Smarten Power Systems Private Limited)

Sd/-

Rajnish Sharma

Whole Time Director

DIN: 06813014

Place: Gurgaon

Date: September 04, 2025

Registered Office: 374, 1ST Floor, Pace City – 2, Sector -37, Gurgaon, Haryana, India 122001

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NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself, and the proxy need not be a member of the Company. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting. In terms of Section 105 of the Companies Act, 2013 ("the Act") read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. Institutional/ Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body's Resolution/ Authorization, etc., authorizing their representative to attend and vote at the AGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization should be sent to the Company at its registered e-mail address at cs@smartenpowersystems.com.
4. Members / Proxies / Authorised Representatives should bring the Attendance Slip duly filled in for attending the AGM and hand it over at the entrance of the venue. Members are requested to write their Client ID and DP ID numbers in the Attendance Slip for attending the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days' notice in writing of the intention so to inspect is given to the Company.
6. In line with the Act and the rules made thereunder and relevant provisions of applicable circulars, the Notice of this AGM has been published on the Company's website at

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www.smartenpowersystems.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also available on the website of CSDL (agency for providing the Remote e-Voting facility), i.e., www.evotingindia.com.

Appointment / Re-appointment of Directors

7. In terms of the provisions of Section 152 of the Act, Mr. Rajnish Sharma (DIN - 06813014) and Mr. Arun Bhardwaj (DIN - 06964929), retire by rotation at the AGM and being eligible have offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board recommend their re-appointment. Details of the Directors retiring by rotation/seeking re -appointment at this AGM is provided as “Annexure-I” to this Notice.

Mr. Rajnish Sharma, Whole-time Director and Chief Executive Officer of the Company and Mr. Arun Bhardwaj, Managing Director of the Company are interested in the Ordinary Resolutions set out at Item No. 2 and 3 of this Notice respectively. The relatives of Mr. Rajnish Sharma and Mr. Arun Bhardwaj may be deemed to be interested in the resolution set out at Item No. 2 and 3 respectively of this Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 2 and 3 of this Notice.

8. The Explanatory Statement pursuant to Section 102(1) of the Act and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) is annexed hereto.

Despatch of Annual Report through Electronic Mode:

9. In compliance with the MCA Circulars and SEBI Circular dated October 03, 2024, the Notice of the Eleventh (11th) AGM along with the Annual Report for the financial year ended March 31, 2025, is being sent only through electronic mode to those members whose e - mail addresses are registered with the Company/Company’s Registrar & Share Transfer Agent /Depository Participants/Depositories. Hard copies shall be sent to those members who shall request the same. Members may note that the Notice of the AGM along with the Annual Report for the financial year ended March 31, 2025, will also be available on

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the Company's website www.smartenpowersystems.com, on the website of the Stock Exchange, www.nseindia.com and also, on the website of CDSL at www.evotingindia.com.

10. All documents referred to in the accompanying Notice and Explanatory Statement are available in physical or electronic form and are open for Inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays during the business hours upto the date of the AGM. Members who wish to inspect the documents are requested to send an email to cs@smartenpowersystems.com mentioning their Name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN Card attached in the email.
11. Members seeking information with regard to the accounts or any matter to be placed at the AGM are requested to send their queries in advance mentioning their Name, Demat Account Number/Folio Number, E-mail Id, Mobile Number to cs@smartenpowersystems.com on or before Friday, September 19, 2025 and their questions will be replied to by the Company suitably.
12. Members who would like to express their views / ask questions during the meeting are requested to register themselves as a Speaker and may send their request mentioning their Name, Demat Account Number / Folio Number, E-mail Id and Mobile Number to cs@smartenpowersystems.com from Wednesday, September 17, 2025 to Wednesday, September 24, 2025 with email subject as 'Speaker Shareholder Registration for 11th AGM – September 30, 2025'. The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM. Please note that only those Members who have registered themselves as 'speaker' will be allowed to express their views / ask questions during the AGM.
13. The Register of Directors and Key Managerial Personnel and their Shareholdings, other Statutory Registers prescribed under the Act will be available for inspection at the AGM and at the Registered Office of the Company on all working days except Saturdays, Sundays and Public holidays during the business hours from the date of circulation of this Notice up to the date of the AGM, i.e. Tuesday, September 30, 2025.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts.

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15. In compliance with 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 LODR 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing the facility of remote e-Voting to the Members to cast their votes electronically on the Resolutions mentioned in the accompanying Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means as the authorised agency. The facility of casting votes by Members using remote e-voting system as well as e-voting at the AGM shall be provided by CDSL. In addition to this, the facility for voting through Electronic Voting System shall also be made available at the AGM, to enable the Members to cast their votes electronically, who have not casted their vote prior to the AGM by remote e-voting.
16. Voting Rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, and they may cast their votes electronically.
17. The Board of Directors of the Company has appointed Mr. Vikas Varma, Practicing Company Secretary holding Membership No. FCS 11046 and COP No. 27546 as 'Scrutinizer', for conducting the Remote e-Voting process, including Electronic Voting at the AGM, in a fair and transparent manner.
18. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow conducting of voting using electronic system for all those members who are participating in the AGM and who have not cast their votes by availing the remote e-Voting facility.
19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast at the meeting and through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director or any other person authorized in writing by the Board, who shall countersign the same.
20. Members who have cast their votes by Remote e-Voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.

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21. The results shall be declared on the above resolutions within two (2) working days of the conclusion of the Annual General Meeting of the Company and shall be deemed to be passed on the date of the Annual General Meeting. The Results, along with the Scrutinizer's Report, shall be placed on the website of the Company at www.smartenpowersystems.com and on the website of CDSL at www.evotingindia.com and shall be communicated to the National Stock Exchange of India Limited (NSE) where the shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.

22. The instructions for Members for Remote e-voting & electronic voting at the AGM and joining the AGM are as under:

The remote e-voting period begins on Saturday, September 27, 2025 at 9:00 a.m. IST and ends on Monday, September 29, 2025 at 5:00 p.m. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, September 19, 2025, 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 cut-off date, being Friday, September 19, 2025.

How do I vote electronically using CDSL e-voting system? The process to vote electronically on CDL e-Voting system consists of "Two Steps" which are mentioned below:

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

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

(i) The voting period begins on **Saturday, September 27, 2025 at 9:00 a.m. IST and ends on Monday, September 29, 2025**. During this period shareholders' of the Company,

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holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 19, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of SEBI LODR, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / 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 company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful |

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| | |
|-----------------------------|---|
| with NSDL Depository | <p>authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for |

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| (holding securities in demat mode) login through their Depository Participants (DP) | e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
|--|--|

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

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

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

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.

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2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

(vi) After entering these details appropriately, click on “SUBMIT” tab.

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

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- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@smartenpowersystems.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested

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scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 0991

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO 4:

As per the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Ajay Kumar Singh & Co., Cost Accountants, Delhi (Firm Registration Number: 000386), as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ended 31st March, 2026, on such remuneration plus applicable taxes & reimbursement of out-of-pocket expenses as may be mutually agreed with the Company.

Accordingly, a remuneration not exceeding Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses has been mutually agreed with the Cost Auditor.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2025.

Your Board recommends the ratification of remuneration of Cost Auditors, as set out at Item no. 4 of this Notice for approval by the Members as an Ordinary Resolution.

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None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

By Order of the Board of Directors
For Smarten Power Systems Limited
(formerly known as Smarten Power Systems Private Limited)

Sd/-
Rajnish Sharma
Whole Time Director
DIN: 06813014
Place: Gurgaon
Date: September 04, 2025

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‘Annexure I’ to the Notice dated September 30, 2025:

DETAILS OF DIRECTORS RETIRING BY ROTATION SEEKING RE-APPOINTMENT AT THE ELEVENTH (11th) ANNUAL GENERAL MEETING

Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Mr. Rajnish Sharma, Whole Time Director and Chief Executive Officer

| | |
|--|--|
| DIN | 06813014 |
| Date of Birth | July 10, 1984 |
| Age | 40 |
| Date of first appointment on the Board of the Company | July 30, 2014 |
| Qualifications | Diploma in Electronics and Communication Engineering from the Institute of Advanced Studies in Education, Deemed University |
| Brief Resume including experience and Nature of his Expertise in specific functional areas | Mr. Rajnish Sharma has over 22 (twenty-two) years of experience in the power backup sector. Prior to joining the Company, he was associated with Su-Kam Power Systems Limited. |
| List of Directorships / Memberships/ Chairmanships of Committees of other Boards | |
| 1. Directorships in other listed entities: | None |
| 2. Chairmanships of the Committees’ of other Boards: | None |
| 3. Membership of Committees of other Boards | None |
| Resignation from the Listed Entities from the past three years. | None |
| Number of Equity Shares held in the Company as on March 31, 2025 | 36,66,495 |
| Number of Board Meetings attended from April 1, 2024, to March 31, 2025 | 20/20 |
| Relationship between Directors | |
| inter-se, Managers and Other Key Managerial personnel of the Company | None |

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| | |
|--|---|
| Justification for re-appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The Board of Directors of the Company ("Board") is of the opinion that Mr. Rajnish Sharma is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the power backup sector and the re-appointment of Mr. Rajnish Sharma is in the interest of the Company. |
| Terms and conditions of re-appointment | The terms and conditions of re-appointment have been stated in the Ordinary Resolution as set out in this Notice. |
| Remuneration paid per annum | Rs. 36.71/- lakhs |
| Remuneration last drawn | Rs. 3.05/- lakhs |

Mr. Arun Bhardwaj, Managing Director

| | |
|--|---|
| DIN | 06964929 |
| Date of Birth | October 28, 1981 |
| Age | 43 |
| Date of first appointment on the Board of the Company | September 3, 2014 |
| Qualifications | Bachelor 180 of Technology in electronics and telecommunication from J.R.N Rajasthan Vidyapeeth (Deemed) University and Master of Business Administration from Maharshi Dayanand University, Rohtak. Diploma in Industrial Electronics & Instrumentation Engineering from State Board of Technical Education, Haryana |
| Brief Resume including experience and Nature of his Expertise in specific functional areas | Mr. Arun Bhardwaj has over 20 (twenty) years of experience in the field of engineering. Prior to joining the Company, he was associated with Su-Kam Power Systems Limited and Krishna Maruti Limited. |
| List of Directorships / Memberships/ Chairmanships of Committees of other Boards | |
| 1. Directorships in other listed entities: | None |
| 2. Chairmanships of the Committees' of other Boards: | None |

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| | |
|---|---|
| 3. Membership of Committees of other Boards | None |
| Resignation from the Listed Entities from the past three years. | None |
| Number of Equity Shares held in the Company as on March 31, 2025 | 36,66,495 |
| Number of Board Meetings attended from April 1, 2024, to March 31, 2025 | 20/20 |
| Relationship between Directors inter-se, Managers and Other Key Managerial personnel of the Company | None |
| Justification for re-appointment and skills and capabilities required for the role, and the manner in which the proposed person meets such requirements | Mr. Arun Bhardwaj is a person of integrity, and considering his qualifications, extensive knowledge, and rich experience in the sector of engineering and the re-appointment of Mr. Rajnish Sharma is in the interest of the Company. |
| Terms and conditions of re-appointment | The terms and conditions of re-appointment have been stated in the Ordinary Resolution as set out in this Notice. |
| Remuneration paid per annum | Rs. 36.72/- Lakhs |
| Remuneration last drawn | Rs. 3.05/- lakhs |

SMARTEN POWER SYSTEMS LIMITED

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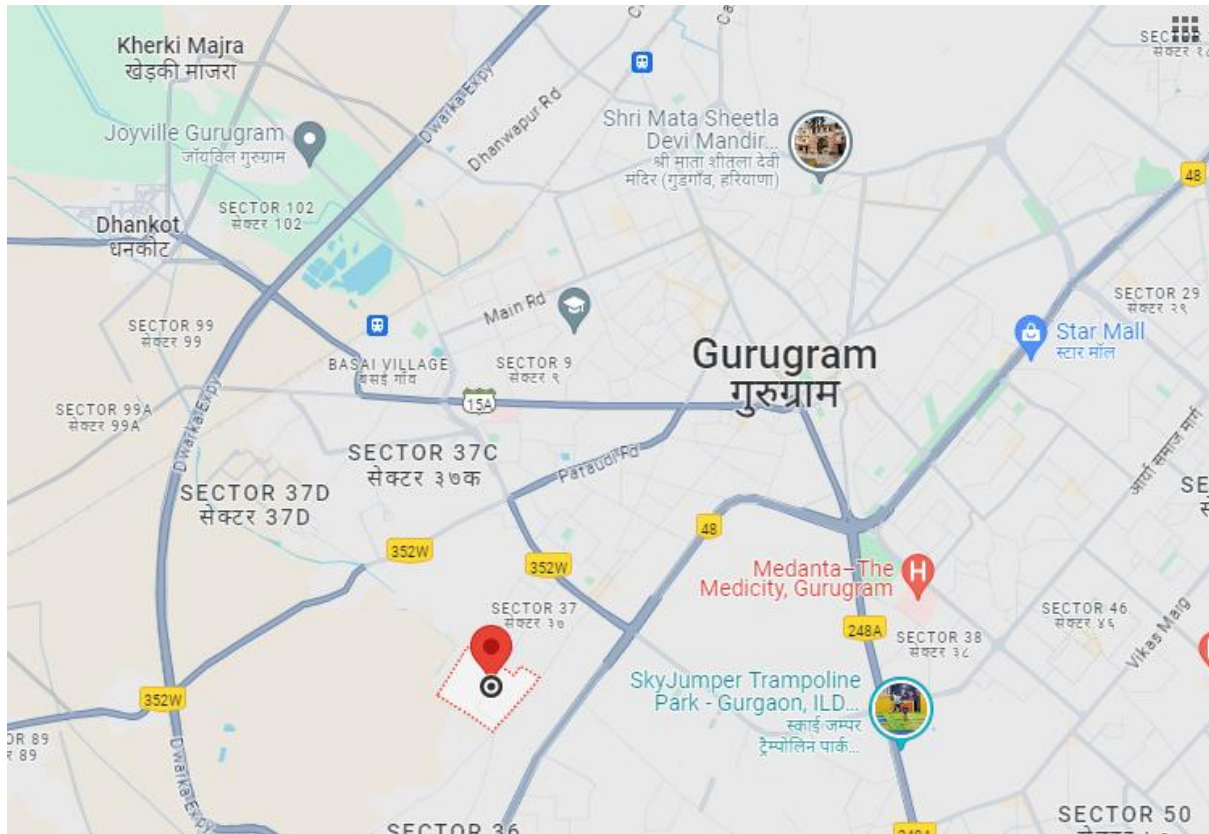
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Route Map:



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Form MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U31401HR2014PLC052897**

Name of the company: **SMARTEN POWER SYSTEMS LIMITED**

Registered office: 374, 1st Floor Pace City-2, Sector - 37, Gurgaon, Haryana- 122001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of _____, having shares of the above-named company, hereby appoint

1. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

2. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

3. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on the Tuesday, September 30, 2025, at 03:00 P.M. at Registered Office situated at 374, 1st Floor Pace City-2, Sector - 37, Gurgaon, Haryana- 122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

Resolution No. 1

To receive, consider, and adopt the Audited Financial Statements (Stand-alone & Consolidated) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors' and Auditors' thereon.

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Resolution No. 2

To appoint a Director in place of Mr. Rajnish Sharma (DIN: 06813014), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution No. 3

To appoint a Director in place of Mr. Arun Bhardwaj (DIN: 06964929), who retires by rotation and being eligible offers himself for re-appointment.

Resolution No. 4

To ratify the remuneration of M/s. Ajay Kumar Singh, Cost Accountants (Firm Registration Number: 000386), Delhi, appointed as the Cost Auditors of the Company for the Financial Year ending March 31, 2026.

Signed this _____ day of _____ 2025

Signature of shareholder

Signature of proxy holder(s)

Affix Revenue
stamp

NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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Notes for Proxy Form

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY-EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
6. **This is optional. Please put a tick mark (v) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorized representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.

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13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

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ATTENDANCE SLIP

11th Annual General Meeting on Tuesday, September 30, 2025, at 03:00 P.M. IST

Sr. No.:

Regd. Folio / DP ID & Client ID:

Name and Address of the Member:

Name of the Joint Holder(s):

No. of Shares held:

I hereby record my presence at the 11th Annual General Meeting of the Company held on **Tuesday, September 30, 2025, at 03:00 P.M.** at 374, 1st Floor Pace City-2, Sector - 37, Gurgaon, Haryana- 122001

If signed by Proxy, name should be
Written here in Block Letters

Member's/ Proxy's Signature

Notes:

- 1) Members wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 2) Members attending the meeting may please bring their copy of the Annual Report for reference at the meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

.....<.....

ELECTRONIC VOTING PARTICULARS

| EVSN (E-voting Sequence Number) | USER ID | PASSWORD |
|--|----------------|-----------------|
| 250829064 | | |

Notes:

- 1) Each equity share of the Company carries one vote.
- 2) Please read the complete instructions on Remote e-voting given under the Notes to the Notice of the Annual General Meeting.

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