



Date – September 08, 2026

To

**National Stock Exchange of India Limited**  
**Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G**  
**Block, Bandra-Kurla Complex, Bandra (East),**  
**Mumbai – 400051**  
**SYMBOL: XTRANET**

**BSE Limited**  
**Department of Corporate Services/ Listing**  
**Phiroze Jeejeebhoy Jeejeebhoy Towers Dalal**  
**Street, Fort, Mumbai – 400001**  
**SCRIP CODE: 544838**

**Subject: 25<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of XtraNet Technologies Limited ("the Company")**

**Ref: Disclosure under Regulation 34 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

Dear Sir/Madam,

We wish to inform you that pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), if any, the 25<sup>th</sup> Annual General Meeting of the Members of XtraNet Technologies Limited (the "Company") will be held on Wednesday, September 30, 2026 at 3:00 P.M. IST through Video Conferencing/Other Audio Visual Means, without the physical presence of Members at a common venue ("AGM").

We enclose herewith Notice convening 25<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2025-26. The copy of this Notice and Annual Report is also being available on Company's website <https://xtranetindia.com> and on the website of Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

Further, please note that the Notice of AGM and Annual Report for the Financial Year 2025-26 are being sent today, through e-mail, to all Members/shareholders, holding equity shares of the Company as on August 28, 2026 and whose email IDs are registered with the Company/Company's Registrar to an Issue and Share Transfer Agent i.e. KFIN Technologies Limited / Depositories, in compliance with applicable circulars issued by MCA and SEBI, if any.

The Cut-off date for the purpose of determining the Members, who shall be eligible to vote on the resolutions set out in the Notice of the 25<sup>th</sup> AGM and to attend the said AGM, is Wednesday, September 23, 2026 and the voting rights of the Members shall be in proportion to their shareholding as on Cut-off date i.e. September 23, 2026 in the paid up equity share capital of Company.

You are requested to take the same on your records.

Thanking you

**Yours Sincerely**

**For Xtranet Technologies Limited**

**Kavita Malik**  
**Company Secretary and Compliance Officer**  
**Membership No.: ACS 24700**

*Encl: As above*

**XtraNet Technologies Limited**

*(Previously known as XtraNet Technologies Private Limited)*

*(An ISO-9001:2015, ISO/IEC 27001:2013, ISO/IEC 20000-1:2011 & CMMi Level-5 Certified Company)*

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

To,

The Members,

**Notice** is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of **XTRANET TECHNOLOGIES LIMITED (Formerly known as Xtranet Technologies Private Limited)** is scheduled to be held on **Wednesday, September 30, 2026 at 3:00 P.M. IST** through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") to transact the following businesses:

### ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Audited Balance Sheet as at March 31, 2026, Profit & Loss Account and Cash Flow Statement for the period ended on that date along with the schedules and notes appended thereto together with reports of the Auditors and Board of Directors thereon.

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

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company including the Balance Sheet as at March 31, 2026, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted."

2. To appoint Director in place of Mr. Jogendrapal Singh Alagh (DIN: 00411418) who retires by rotation and being eligible offers, himself for re-appointment.

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 149 and 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013, Mr. Jogendrapal Singh Alagh (DIN: 00411418) who is liable to retire by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director (Category –Whole Time Director) of the Company, liable to retire by rotation."

### SPECIAL BUSINESSES:

3. To Re-appoint Mr. Sukhbir Singh Kukreja (DIN: 00411525), as Managing Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for the re-appointment of Mr. Sukhbir Singh Kukreja (DIN: 00411525) as the Managing Director of the Company, for a further period of 5 years effective from January 29, 2027, immediately following the expiry of his existing term on January 28, 2027, on such terms and conditions including remuneration as set out below:

- Salary: Up to ₹1,00,00,000/- (Rupees One Crores only) per annum
- Perquisites: As per Company's HR Policy
- Contributions to provident fund, superannuation fund or annuity fund, gratuity payable as per Company's policy, and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on remuneration and perquisites as mentioned above.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment, Mr. Sukhbir Singh Kukreja shall be entitled to receive the above-mentioned remuneration including perquisites as minimum remuneration, subject to the applicable provisions of the Act and Schedule V thereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter, vary, or modify

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

the terms and conditions of re-appointment and remuneration of Mr. Sukhbir Singh Kukreja within the overall limits approved by the members of the Company.

**RESOLVED FURTHER THAT** the payment of remuneration to Mr. Sukhbir Singh Kukreja, as Managing Director, shall be subject to the limits prescribed under Section 197 and other applicable provisions of the Act and, where applicable, Schedule V thereto, and shall be payable notwithstanding the absence or inadequacy of profits of the Company, subject to compliance with the applicable provisions of the Act and the rules made thereunder.

**RESOLVED FURTHER THAT** any Executive Director or the Company Secretary or the Chief Financial Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard and to make such filings and submissions as may be required with the Registrar of Companies, Stock Exchanges and/or any other statutory or regulatory authority.

4. Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entities of the Company or any other person in which any of the

Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding ₹500 Crores (Rupees Five Hundred Crores only), in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans/Guarantees/Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

5. To consider and approve the Appointment of Secretarial Auditor of the Company

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 204 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the Consent of the Members of the Company be and is hereby accorded for appointment of **M/s Ayush Khandelwal & Associates, Company Secretaries**, a Peer Reviewed Secretarial Audit Firm (Peer Review No.: 4647/2023) as Secretarial Auditor of the Company for a period of five consecutive years, commencing from 2026-27 till the financial year 2030-31 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report at such remuneration as may be mutually agreed between the Secretarial Auditor and the Board/management of the Company plus applicable tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit.

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit Committee/Board of Directors/Management of the Company.

**RESOLVED FURTHER THAT** any of the Executive Director or Company Secretary or CFO of the Company be and is hereby severally authorized to digitally sign and submit necessary e-Forms with the Registrar of Companies (ROC) and other concern authority and to do all such acts, deeds and things as may be necessary

to give effect to this resolution including intimation of the Same with the Stock Exchanges.

### BY ORDER OF THE BOARD

For XTRANET TECHNOLOGIES LIMITED

Sd/-

**Sukhbir Singh Kukreja**

**Managing Director**

**DIN: 00411525**

**Address: Z-24, Zone-I, M.P. Nagar, Bhopal – 462 011**

**Date: September 05, 2026**

**Place: Bhopal**

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the businesses under Item Nos. 2 to 5 of the accompanying Notice of the 25<sup>th</sup> Annual General Meeting ("Notice"), is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on September 05, 2026 considered that the businesses under Item Nos. 3 to 5 being considered unavoidable, be transacted at the 25<sup>th</sup> Annual General Meeting of the Company through Video Conferencing/Other Audio-Visual Means ("VC/OAVM").
2. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 03/2025 dated September 22, 2025, read with General Circular No. 9/2024 dated September 19, 2024, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 08, 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (LODR) Regulations, 2015 and MCA Circulars, the AGM of the Company will be held through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
3. The Company has made arrangements through M/s. Kfin Technologies Limited ("KFIN"), the Registrar and Share Transfer Agent (RTA) of the Company, to provide Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility for the 25<sup>th</sup> AGM and for conducting of the AGM through VC/OAVM, including remote e-voting/-evoting facility.
4. The details of Directors seeking appointment/re-appointment, in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and the Act (including Secretarial Standard on General Meetings).
5. Pursuant to the applicable circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. Information of Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and ('SEBI Listing Regulations') is annexed hereto and forms part of this Notice.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing 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 entered into an agreement with our RTA KFIN Technologies Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by M/s Kfin Technologies Limited.
10. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report for FY 2025-26 in electronic form only to those Members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Integrated Annual Report for FY 2025-26 only to those Members who specifically request for the same at [compliance@xtranetindia.com](mailto:compliance@xtranetindia.com) mentioning their Folio No/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY 2025-26 have been uploaded on the website of the Company at [www.xtranetindia.com](http://www.xtranetindia.com) and may also be accessed from the relevant Section on the websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of M/s Kfin Technologies Limited at <https://evoting.kfintech.com/>.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.xtranetindia.com](http://www.xtranetindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of M/s Kfin Technologies Limited at <https://evoting.kfintech.com/>.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
14. Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
15. Information regarding Scrutinizer and declaration of voting results: The Company has appointed M/s Sheetal & Company, Practicing Company Secretaries to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
17. The result declared along with the scrutinizer's report shall be placed on the Company's website under the head "Investor – Stock Exchange" after the result is declared by the Chairman or a person authorized by him in writing. The same shall be communicated by the Company to the stock exchanges i.e., BSE and National Stock Exchange of India, within two working days of the conclusion of the AGM.
18. Inspection of Documents: The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to [compliance@xtranetindia.com](mailto:compliance@xtranetindia.com).
19. Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail IDs and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail IDs registered, get the same registered with their DP or RTA of the Company. Further, in order to receive faster communication and to enable the Company to serve the members better and to promote green initiatives, the members are requested to provide/update their e-mail ID with their respective DPs or e-mail at [compliance@xtranetindia.com](mailto:compliance@xtranetindia.com) to get the Annual Report and other documents/communication on their e-mail ID. Members holding equity shares in physical mode are requested to intimate their e-mail ID to the RTA/Company, by e-mail at [compliance@xtranetindia.com](mailto:compliance@xtranetindia.com) or by sending a communication at Registered Office/Corporate Office of the Company.

20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. KFin Technologies Limited to provide efficient and better services.
21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
22. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
23. Members desiring any information regarding financial statements are requested to write to the Company at [compliance@xtranetindia.com](mailto:compliance@xtranetindia.com) at an early date to enable the management to keep the information ready.
24. Members who would like to express their views or

ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number/folio number, e-mail id and mobile number at [compliance@xtranetindia.com](mailto:compliance@xtranetindia.com). Only those speaker registration requests received till 05:00 p.m. (IST) on Friday, September 25, 2026 shall be considered and allowed as speakers during the AGM. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

25. Members desiring any information regarding financial statements are requested to write to the Company at [compliance@xtranetindia.com](mailto:compliance@xtranetindia.com) at an early date to enable the management to keep the information ready.
26. SEBI vide Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated on December 28, 2023), had formulated SOPs for dispute resolution under the Stock Exchange arbitration mechanism for disputes between the Company/Registrars to an Issue and Share Transfer Agents and Company's Shareholder(s)/Investor(s). The Shareholders may initiate Arbitration Mechanism, post exhausting all actions for resolution of complaints including through SCORES 2.0 Portal, by filing the Arbitration reference with the Stock Exchange where the initial complaint has been addressed. After exhausting all the options available for resolution of the grievances, if the Shareholders are not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
27. Instructions for e-voting and joining the AGM are as follows:

### PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, 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 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on September 26, 2026, Saturday, (9:00 A.M. IST) and concludes on September 29, 2026, Tuesday, (5:00 P.M. IST).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 

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

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

**Step 3 :** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

## Details on Step 1 are mentioned below:

## I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> </li> </ol> |

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

| Type of shareholders                                                                         | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                              | <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Individual Shareholders holding securities in demat mode with CDSL                           | <p><b>1. Existing user who have opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> OR URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> OR URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</li> </ol> |
| Individual Shareholder login through their demat accounts/ Website of Depository Participant | <ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>Once logged-in, 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.</li> <li>Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

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

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

### **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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

### **Details on Step 2 are mentioned below:**

#### **II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that

you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the Event i.e. 10198 - AGM and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id [cssheetalsharma@gmail.com](mailto:cssheetalsharma@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Event No."

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

### Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/ update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- Through hard copies which are self-attested, which can be shared on the address below; or

| Name    | KFIN Technologies Limited                                                                                                                         |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| Address | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### Details on Step 3 are mentioned below:

#### III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- Member will be provided with a facility to attend the AGM through **VC/OAVM** platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- Facility for joining AGM through VC/OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/ folio number, email id. Questions/queries received by the Company till September 25, 2026 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

### OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from September 08, 2026, 09.00 a.m. to September 25, 2026, 05.00 p.m. Members shall be provided a 'queue number' before

the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from September 08, 2026, 09.00 a.m. to September 25, 2026, 05.00 p.m.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Anandan, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, September 23, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

- If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event number+ Folio No. (In case of physical shareholders) or DP ID Client ID (in case of Demat shareholders) to 9212993399.

| Name                 | KFIN Technologies Limited       |
|----------------------|---------------------------------|
| Example for NSDL     | MYEPWD <SPACE> IN12345612345678 |
| Example for CDSL     | MYEPWD <SPACE> 1402345612345678 |
| Example for physical | MYEPWD <SPACE> XXX1234567890    |

- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF SPECIAL BUSINESSES:

#### ITEM NO. 3 TO RE-APPOINT MR. SUKHBIR SINGH KUKREJA (DIN: 00411525), AS MANAGING DIRECTOR OF THE COMPANY.

Mr. Sukhbir Singh Kukreja is the Promoter and Managing Director of the Company. He was appointed as the Managing Director of the Company for a term upto January 28, 2027, pursuant to the approval accorded by the Board of Director of the Company at their Meeting held on January 10, 2022.

The present term of appointment of Mr. Sukhbir Singh Kukreja as Managing Director is due to expire on January 28, 2027. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on September 05, 2026, considered and approved the proposal for his re-appointment as Managing Director of the Company for a further term of five years, commencing from January 29, 2027 and ending on January 28, 2032, subject to the approval of the Members of the Company by way of a Special Resolution.

In considering the proposed re-appointment, the Board of Directors has taken into consideration the experience, knowledge, expertise and managerial capabilities of Mr. Sukhbir Singh Kukreja, his contribution to the growth and development of the Company, the responsibilities entrusted

to him as Managing Director, and the nature, scale and complexity of the Company's operations and its future business requirements.

Mr. Sukhbir Singh Kukreja has been associated with the Company and has played an important role in providing leadership and strategic direction to the Company and in overseeing its affairs and operations. The Board is of the considered opinion that his continued association and leadership as Managing Director would be beneficial to the Company and its Members and would contribute towards the Company's continued growth and development.

The remuneration payable to Mr. Sukhbir Singh Kukreja pursuant to his re-appointment shall comprise salary, allowances, perquisites and such other benefits as specified in the Special Resolution and as may be determined and approved by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, subject to the terms and conditions of his appointment and within the overall limits approved by the Members of the Company and prescribed under applicable laws.

The remuneration shall be subject to the limits and conditions prescribed under the Companies Act, 2013, including Schedule V thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations, as amended from time to time.

The proposed re-appointment and remuneration of Mr. Sukhbir Singh Kukreja shall be subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable provisions of law, rules, regulations, guidelines and statutory requirements, as may be applicable and as amended from time to time.

#### Brief Profile of Mr. Sukhbir Singh Kukreja:

Sukhbir Singh Kukreja, aged 50 years, currently serves as the Managing Director of our Company and has been associated with our Company as Director since January 29, 2002. He holds a Bachelor's degree in Commerce, a Postgraduate Diploma in Computer Applications, and a Master's degree in Computers and Management, all from Barkatullah University, Bhopal. Additionally, he has earned an Advanced Certificate in Network Engineering (ACCNE) from M.P. Science & Technology Entrepreneurs Park, MANIT (formerly MACT), Bhopal. He has also completed various certification courses in IT, including Microsoft Certified

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

Professional (MCP) on Windows NT 4.0, Networking for Professionals from Information technology Support Centre (ITSC), Bhopal. He holds more than 25 years of experience in IT and ITes industry. He started his career in IT at Information Technology Support Centre (ITSC), Bhopal as an “Analyst – IT Solutions” from 2000 to 2002. He is a business enabler with focus on technology sales, process excellence, and digital transformation. He is experienced in business analysis, IT project management, and promotion & execution with team management responsibilities.

The requisite disclosures and details pertaining to Mr. Sukhbir Singh Kukreja as required under SS-2 and Regulation 36(3) of SEBI LODR Regulations, as amended, are appended in Annexure-A to the AGM Notice.

Mr. Sukhbir Singh Kukreja, being the Managing Director of the Company, is concerned or interested in the proposed resolution, as the same relates to the re-appointment and remuneration payable to him. Ms. Shiney Sukhbir, spouse of Mr. Sukhbir Singh Kukreja and a Director of the Company, may also be deemed to be concerned or interested in the proposed resolution by virtue of her relationship with Mr. Sukhbir Singh Kukreja.

Save and except Mr. Sukhbir Singh Kukreja and Ms. Shiney Sukhbir, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board is of the opinion that the proposed resolution is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

### **ITEM NO. 4 APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013**

The Company, in the ordinary course of its business, may be required to provide financial assistance by way of loans, guarantees or securities to its Subsidiary Companies, Associate Companies, Joint Venture Companies, Group Companies or other entities in which any of the Directors of the Company is deemed to be interested, from time to time, for their business requirements and/or for meeting their working capital, capital expenditure and other general corporate purposes.

Section 185 of the Companies Act, 2013, inter alia, regulates the giving of loans to, and providing guarantees or securities in connection with loans taken by, entities in which any of the Directors of the Company is interested.

In terms of Section 185(2) of the Act, a company may give a loan, guarantee or security to such entities, subject to, inter alia, approval of the Members of the Company by way of a Special Resolution and such other conditions as may be applicable.

Accordingly, the Board of Directors, at its meeting held on September 05, 2026, has considered and approved the proposal, subject to the approval of the Members, to provide loans, guarantees and/or securities, in one or more tranches, to such Subsidiary Companies, Associate Companies, Joint Venture Companies, Group Companies or other entities covered under Section 185 of the Act, up to an aggregate amount not exceeding ₹500 Crores (Rupees Five Hundred Crores Only), on such terms and conditions as the Board may deem fit and in the best interests of the Company.

The proposed financial assistance may be provided to the aforesaid entities for their business requirements, including working capital requirements, capital expenditure, repayment of existing borrowings and other general corporate purposes, as may be considered appropriate by the Board from time to time.

The Board shall ensure that all loans, guarantees and securities provided pursuant to the proposed resolution are in compliance with the provisions of the Companies Act, 2013, including Section 185, and other applicable laws, rules and regulations. The terms and conditions of such loans, guarantees and securities shall be determined by the Board having regard to the financial requirements of the respective entities and the interests of the Company.

The approval of the Members is therefore sought by way of a Special Resolution under Section 185 of the Companies Act, 2013, authorizing the Board of Directors to provide loans, guarantees and/or securities up to the aggregate limit specified in the resolution.

The Board is of the opinion that the proposed resolution is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

### **ITEM NO. 5 TO CONSIDER AND APPROVE THE APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from April 01, 2026, to March 31, 2031. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending Ayush Khandelwal of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. The remuneration for the Secretarial Audit will be decided by the Board of Directors or its committee in consultation with M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries.

Pursuant to Regulation 36(5) of the SEBI Listing Regulations as amended, the credentials and terms of appointment of Ayush Khandelwal of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries are as under:

### **Brief Profile:**

M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by Mr. Ayush Khandelwal, who is a distinguished professional in the field of corporate governance and compliance. Their expertise spans corporate advisory,

transactional services, litigation, advocacy, and legal due diligence. The firm also has strong professional credentials who align with its core values of character, competence, and commitment. M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

Terms of appointment: M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries Practicing Company Secretaries is proposed to be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years from 2026- 27 to 2030-31. The proposed fees payable to M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries, is ₹1,90,000/- (Rupees One Lakhs Ninety Thousand only) for the Financial Year 2026-27 excluding certification fees, applicable taxes, reimbursements and other outlays. The fees for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. The Board recommends passing of the Ordinary Resolution, as set out In Item No. 5 of this Notice, for your approval.

The Board is of the opinion that the proposed resolution is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

### **BY ORDER OF THE BOARD**

For XTRANET TECHNOLOGIES LIMITED

Sd/-

**Sukhbir Singh Kukreja**

**Managing Director**

**DIN: 00411525**

**Address: Z-24, Zone-I, M.P. Nagar, Bhopal – 462 011**

**Date: September 05, 2026**

**Place: Bhopal**

NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

## Annexure-A

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN PURSUANCE OF REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015, AS AMENDED AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:**

| Particular                                         | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name                                               | Mr. Sukhbir Singh Kukreja                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Mr. Jogendrapal Singh Alagh                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| DIN                                                | 00411525                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 00411418                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Date of Birth and Age                              | September 08, 1975, Aged about 51 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | February 09, 1978, Aged about 48 years                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Designation                                        | Managing Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Whole Time Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Qualification                                      | Bachelor's degree in Commerce, a Postgraduate Diploma in Computer Applications, and a Master's degree in Computers and Management, all from Barkatullah University, Bhopal. Additionally, Advanced Certificate in Network Engineering (ACCNE) from M.P. Science & Technology Entrepreneurs Park, MANIT (formerly MACT), Bhopal. He has also completed various certification courses in IT, including Microsoft Certified Professional (MCP) on Windows NT 4.0, Networking for Professionals from Information technology Support Centre (ITSC), Bhopal | Bachelor's degree in Commerce from Barkatullah University, Bhopal, a Master's degree in Computer and Management from Barkatullah University, Bhopal, and a Post Graduate Diploma in Computers from Makhanlal Chaturvedi University, Bhopal. Additionally, a certification in computing from Indira Gandhi National Open University (IGNOU).                                                                                                                                              |
| Nationality                                        | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Date of first appointment on the Board             | January 29, 2002                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | June 26, 2003                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Term and Conditions of re-appointment              | As set out in explanatory statement to Item No. 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | In terms of section 152(6) of the Companies Act, 2013, Mr. Jogendrapal Singh Alagh, Whole Time Director, is liable to retire by rotation. All other terms and conditions of his appointment shall remain unchanged as approved by the Members of the Company at their meeting held on July 16, 2025                                                                                                                                                                                      |
| Remuneration last drawn                            | 45.64 Lakhs                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 45.64 Lakhs                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Job profile and his suitability                    | As set out in explanatory statement to Item No. 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Jogendrapal Singh Alagh, aged 48, currently serves as the Whole-Time Director of our Company and has been associated with our Company as Director since June 26, 2003. He holds more than 20 years of experience in IT and ITes industry. Since 2003 with extensive expertise in IT sales, cloud solutions, customer retention, entrepreneurial experience, business development. He has played a pivotal role in the Company's growth and he has been associated with us as a Promoter. |
| No. of Shares and % of Shareholding in the Company | 31.57% comprising 1,65,07,900 Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 19.75% comprising 1,03,27,680 equity shares                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Relationship with other Directors/KMP              | Spouse of Mrs. Shiney Sukhbir who is the Non-Executive Director of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

| Particular                                                             | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Details                                                                                                                                                                                                                                                                                           |
|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Number of Board Meetings attended during the financial year            | 18 out of 21                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 18 out of 21                                                                                                                                                                                                                                                                                      |
| Membership/ Chairmanship of Committees                                 | <ul style="list-style-type: none"> <li>i. Member of Audit Committee</li> <li>ii. Chairman of CSR Committee</li> <li>iii. Member of POSH Internal Committee</li> <li>iv. Chairman of IPO Committee</li> </ul>                                                                                                                                                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>i. Member of Stakeholder's Relationship Committee</li> <li>ii. Member of CSR Committee</li> <li>iii. Member of IPO Committee</li> </ul>                                                                                                                    |
| Details of Directorship held in other companies                        | <p><b>Indian Companies</b></p> <ul style="list-style-type: none"> <li>i. Xtratrust Digisign Private Limited</li> <li>ii. Xtrasynergy Solutions Private Limited</li> </ul> <p><b>Foreign Companies</b></p> <ul style="list-style-type: none"> <li>i. Xtranet Technologies INC. (Canada)</li> <li>ii. Horizon Growth Investment limited (Cayman Islands)</li> <li>iii. Xtranet Technologies LLC (Delaware, USA)</li> <li>iv. Xtranet Technologies Pte. Ltd. (Singapore)</li> </ul> <p><b>LLPs</b></p> <ul style="list-style-type: none"> <li>i. S3I Ventures LLP</li> </ul> | <p><b>Indian Companies</b></p> <ul style="list-style-type: none"> <li>i. Xtratrust Digisign Private Limited</li> <li>ii. Xtrasynergy Solutions Private Limited</li> </ul> <p><b>Foreign Companies</b></p> <ul style="list-style-type: none"> <li>i. Xtranet Technologies INC. (Canada)</li> </ul> |
| Listed entities from which he has resigned during the past three years | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Not Applicable                                                                                                                                                                                                                                                                                    |
| Details of proposed remuneration                                       | As set out in explanatory statement to Item No. 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Upto ₹1 Crores plus perquisites as approved by the members dated July 23, 2025                                                                                                                                                                                                                    |