

Date: 17-02-2026

To, The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 543945	To, The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra East, Mumbai- 400051 Scrip Code: NETWEB
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Dear Sir,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Please find attached Postal Ballot Notice dated January 17, 2026 along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for the resolutions set out in the said notice.

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Company’s Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has appointed Mr. Nikhil Jain (M.No.: F13835, COP No.: 17727) from Nikhil Jain and Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot.

The Company has engaged the services of MUFG Intime India Private Limited, Registrar and Transfer Agent, as the agency to provide e-voting facility. The e-voting facility will be available during the following period:

Commencement of the e-voting period	9:00 a.m. IST on Thursday, February 19, 2026
Conclusion of the e-voting period	5:00 p.m. IST on Friday, March 20, 2026

The Postal Ballot Notice is also available on the Company's website at <https://www.netwebindia.com/investors/corporategovernance.php>

This is for information and records.

Thanking you

Yours faithfully,

For Netweb Technologies India Limited

Lohit Chhabra
Company Secretary & Compliance Officer

Netweb Technologies India Limited

**Plot No. H-1, Block-H, Pocket No. 9, Faridabad Industrial Town, Sector-57, Faridabad, Haryana
121004**

Tel. No. : +91-129-2310400

Website : www.netwebindia.com ; E-mail : complianceofficer@netwebindia.com

Notice of Postal Ballot

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

Dear Member(s)

NOTICE IS HEREBY GIVEN THAT pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“**SS-2**”), relaxations and clarifications issued by Ministry of Corporate Affairs (“**MCA**”) vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and other relevant circulars issued by MCA including the latest being General Circular No. 03/2025 dated September 22, 2025 (*hereinafter collectively referred to as the “MCA Circulars”*) and other applicable laws, rules and regulations (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time*) for seeking approval of the Members of Netweb Technologies India Limited (“**Company**”) for the resolution set out hereunder through Postal Ballot by remote electronic voting process (“**remote e-voting**”).

The explanatory statement pursuant to Section 102 of the Act pertaining to the Special Business setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (“**Board**”), on January 17, 2026, has appointed Mr. Nikhil Jain, Practicing Company Secretary (M.No.: F13835, COP No.: 17727) from Nikhil Jain and Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot only through e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer’s decision on the validity of postal ballot shall be final.

The Company has engaged the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agents of the Company (“**MUFG**” or “**RTA**”) for providing e-voting facility to its members. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their email addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in procedure to register e-mail address in the notes to this Postal Ballot Notice.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility which is available at the weblink <https://instavote.linkintime.co.in/> and commences from Thursday, 19th February, 2026 at 09.00 am (IST) and concludes on Friday, 20th March, 2026 at 05.00 pm and e-Voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. Members desiring to exercise their votes are requested to carefully read the “Information and Instructions relating to remote e-Voting” provided in the Notes to this Postal Ballot Notice.

The Scrutinizer will submit their report to the Chairman of the Company after completion of the scrutiny of the remote e-voting. The results will be communicated to the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (*hereinafter collectively referred to as “Stock Exchanges”*) and MUFG. The voting results along with Scrutinizer’s report, shall also be uploaded on the website of the Company.

RESOLUTIONS SET OUT THROUGH POSTAL BALLOT**SPECIAL BUSINESS:****1. RE-APPOINTMENT OF MR. SANJAY LODHA, CHAIRMAN AND MANAGING DIRECTOR [DIN: 00461913] OF A COMPANY FOR A TERM OF 5 YEARS AND PAYMENT OF REMUNERATION**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17, and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for the re-appointment of Mr. Sanjay Lodha (DIN: 00461913), as the Chairman and Managing Director of the Company for a further period of five years, with effect from 14th August, 2026 to 13th August, 2031 (both days inclusive), not liable to retire by rotation, upon the terms and conditions including remuneration and commission on the net profits of the Company as recommended by the Nomination and Remuneration Committee, approved by the Audit Committee and the Board of Directors in their meeting held on 17.01.2026 and as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr Sanjay Lodha, the Company has no profits or its profits are inadequate, the Company may pay to Mr Sanjay Lodha, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances, benefits as specified in this agenda item, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the reappointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the overall limits approved by the shareholders in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors and /or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient and incidental thereto including filing of necessary forms with the concerned registrar of companies or any other regulatory authorities, as they may in their absolute discretion deem fit, to give effect to this resolution.”

2. RE-APPOINTMENT OF MR. NAVIN LODHA, WHOLE TIME DIRECTOR [DIN: 00461924] OF A COMPANY FOR A TERM OF 5 YEARS AND PAYMENT OF REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for the re-appointment of Mr. Navin Lodha (DIN: 00461924), as the Whole Time Director of the Company for a further period of five years, with effect from 14th August, 2026 to 13th August, 2031 (both days inclusive), liable to retire by rotation, upon the terms and conditions including remuneration and commission

on the net profits of the Company, as recommended by the Nomination and Remuneration Committee, approved by the Audit Committee and the Board of Directors in their meeting held on 17.01.2026 and as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Navin Lodha, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Navin Lodha, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances, benefits as specified in this agenda item, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the reappointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the overall limits approved by the shareholders in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors and /or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient and incidental thereto including filing of necessary forms with the concerned registrar of companies or any other regulatory authorities, as they may in their absolute discretion deem fit, to give effect to this resolution.”

3. RE-APPOINTMENT OF MR. VIVEK LODHA, WHOLE TIME DIRECTOR [DIN :00461917] OF A COMPANY FOR A TERM OF 5 YEARS AND PAYMENT OF REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for the re-appointment of Mr. Vivek Lodha (DIN: 00461917), as the Whole Time Director of the Company for a further period of five years, with effect from 14th August, 2026 to 13th August, 2031 (both days inclusive), liable to retire by rotation, upon the terms and conditions including remuneration and commission on the net profits of the company as recommended by the Nomination and Remuneration Committee, approved by the Audit Committee and the Board of Directors in their meeting held on 17.01.2026 and as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Vivek Lodha, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Vivek Lodha, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances, benefits as specified in this agenda item, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the reappointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the overall limits approved by the shareholders in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors and /or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient and incidental thereto including filing of necessary forms with the concerned registrar of companies or any other regulatory authorities, as they may in their absolute discretion deem fit, to give effect to this resolution.”

4. RE-APPOINTMENT OF MR. NIRAJ LODHA, WHOLE TIME DIRECTOR [DIN :00746701] OF A COMPANY FOR A TERM OF 5 YEARS AND PAYMENT OF REMUNERATION

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17, and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, approval of the Members be and is hereby accorded for the re-appointment of Mr. Niraj Lodha (DIN: 00746701), as the Whole Time Director of the Company for a further period of five years, with effect from 14th August, 2026 to 13th August, 2031 (both days inclusive), liable to retire by rotation, upon the terms and conditions including remuneration and commission on the net profits of the Company as recommended by the Nomination and Remuneration Committee, approved by the Audit Committee and the Board of Directors in their meeting held on 17.01.2026 and as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Niraj Lodha, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Niraj Lodha, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances, benefits as specified in this agenda item, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the reappointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the overall limits approved by the shareholders in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors and /or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient and incidental thereto including filing of necessary forms with the concerned registrar of companies or any other regulatory authorities, as they may in their absolute discretion deem fit, to give effect to this resolution.”

By the order of the Board
For **Netweb Technologies India Limited**

Sd/-
Lohit Chhabra
Company Secretary & Compliance Officer
M.No A36610

Date: 17.01.2026
Place: Faridabad

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standard-2, setting out all material facts and reasons in respect of the items of Special Business set out under the Postal Ballot Notice is annexed to the accompanying notice.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “**MCA Circulars**”) issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”), the Company is permitted to conduct the postal ballot process through electronic form.
3. In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules and Regulation 44 of SEBI Listing Regulations and as per the guidelines issued by the MCA *vide* MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on February 13, 2026 (“cut-off date”) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / MUFG Intime India Private Limited, the Company’s Registrar & Transfer Agent (hereinafter referred to as “**RTA**”).
4. This Postal Ballot Notice shall also be available on the website of the Company www.netwebindia.in, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of RTA of the Company. The availability of this Notice on the Company’s website at www.netwebindia.in and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
5. Members holding equity shares of the Company as on the Cut-off Date can cast their vote using remote e-Voting facility only.
6. Voting rights of a Members shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
7. The Resolution, if approved by the Shareholders by means of Postal Ballot shall deemed to have been passed at a General Meeting of the Shareholders and the last date of the e-Voting *i.e.*, March 20, 2026, shall be the date on which the Resolution shall be deemed to have been passed, if the requisite majority of Members is received.
8. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

To facilitate such Members to receive this notice electronically and cast their vote electronically, the Company has made arrangements with RTA for the registration of email addresses in terms of the MCA Circulars.

Process for registration of email addresses is as under:

Pursuant to General Circulars for remote e-voting for this Postal Ballot, Shareholders who have not registered their email addresses and in consequence the e-Voting notice could not be serviced, may temporarily get their email address registered with the Company’s RTA .

REMOTE EVOTING INSTRUCTIONS:

Individual Shareholders holding securities in demat mode with NSDL**METHOD 1 - NSDL OTP based login**

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility**Shareholders registered for IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.

Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:**Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
 - b) Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b)

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered_email_address.

HELPDESK:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:
<https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “**SUBMIT**”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:
<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “**SUBMIT**”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other e-voting Instructions

- i. The remote e-voting period commences on **Thursday, February 19, 2026 at 9.00 a.m. and ends on Friday, 20 March 2026 at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, February 13, 2026 (the cut-off date)** may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, February 13, 2026.**
- iii. A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
- iv. Mr. Nikhil Jain, Proprietor, M/s Nikhil Jain & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- v. The Scrutinizer will submit their report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before 2 working days or three days from the conclusion of the e-voting process, whichever is earlier and will be communicated to the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (hereinafter collectively referred to as “**Stock Exchanges**”) and MUFG Intime India Private Limited.
- vi. The contact details for Registrar and Transfer Agent: MUFG Intime India Pvt. Ltd.,
Tel. No. : 022 4918 6270, E-mail : investor.helpdesk@in.mpms.mufg.com.

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

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under resolution of the accompanying Notice.

Item No 1

Mr. Sanjay Lodha (DIN : 00461913) was appointed as the first Director of the Company on September 22, 1999, the date of its incorporation. He was designated as Managing Director with effect from August 16, 2016 for a term of five years. Subsequently, the Board of Directors, at its meeting held on August 05, 2021, re-appointed him as Managing Director for a further term of five years, from August 15, 2021 to August 14, 2026, not liable to retire by rotation. At the same meeting, he was also designated as the Chairman of the Board.

At the Extra-Ordinary General Meeting held on January 09, 2023, the Members approved the revision in his remuneration and authorised payment of commission of 0.60% of the net profits of the Company, subject to approval of the Members at the Annual General Meeting after the closure of each financial year. There has been no further change in his remuneration since then.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at its meeting held on January 17, 2026, approved the re-appointment of Mr. Sanjay Lodha as Managing Director for a further period of five (5) years, commencing from August 14, 2026 up to August 13, 2031, together with the proposed terms of remuneration and commission, subject to approval of the Members of the Company.

Further, in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of Members by way of Special Resolution is required, if the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds 5 per cent of the net profits of the listed entity.

The annual remuneration proposed to be paid to Mr. Sanjay Lodha, together with the remuneration proposed for Mr. Navin Lodha, Mr. Niraj Lodha and Mr. Vivek Lodha, may exceed the above threshold of 5% of the net profits of the Company. Accordingly, approval of the Members by way of Special Resolution is required for the remuneration proposed to be paid to the aforesaid directors.

The Audit Committee has reviewed and approved the terms and conditions of the proposed re-appointment of Mr. Sanjay Lodha. As a promoter, Mr Sanjay Lodha is a related party of the Company. However, his re-appointment does not constitute a material related party transaction under the Companies Act, 2013 or the Listing Regulations.

Accordingly, shareholder approval is not required under Regulation 23 of the Listing Regulations or Section 188 of the Companies Act, 2013.

Brief profile of Mr. Sanjay Lodha:

Mr. Sanjay Lodha is the Promoter and the Chairman & Managing Director of the Company and has been associated with the organisation since its incorporation on September 22, 1999. He holds a Bachelor of Arts (Honours) in Economics from the University of Delhi and a Postgraduate Diploma in Business Management from the Apeejay School of Marketing, New Delhi.

With over two decades of entrepreneurial and leadership experience, Mr. Lodha has played a central role in shaping the Company's strategic direction and driving sustained business growth. Since 2016, he has led the Strategy and Business Development function, contributing meaningfully to the Company's expansion and market positioning. Under his leadership, the Company achieved its successful listing on the Indian stock exchanges and delivered a Revenue CAGR of 66.90% during his current tenure i.e from April 2021 to March 2025.

Beyond the Company, Mr. Lodha has been an active contributor to the broader IT ecosystem. He served on the Governing Council of the Manufacturers Association of Information Technology (MAIT) from 2016 to 2022 and currently serves as its Vice President. He has also been a member of the Intel Board of Advisors in 2020 and 2022, reflecting his industry insight and thought leadership.

Considering the experience, background and the performance of Mr. Sanjay Lodha, recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed his re-appointment with the following Key Terms and Conditions of the re-appointment:

Tenure : The re-appointment will be for a period of five years, effective from August 14, 2026 to August 13, 2031.

Nature of Duties : Mr. Sanjay Lodha shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time. He shall exercise such powers as may be assigned to him, subject to the superintendence, control, and direction of the Board, and act in the best interests of the Company.

Remuneration :

a) Basic Salary

- INR 13,80,000 per month with effect from September 1, 2026, representing 15% increase over his current remuneration of INR 12,00,000 per month for the proposed re-appointment period of five (5) years. No revision will be made in the remuneration till 31st August 2026.
- The basic salary may be revised after completion of three years, i.e., on or after August 31, 2029, subject to approval of the Nomination and Remuneration Committee ("NRC"), the Board and the shareholders.

b) Commission

- 0.60% of the net Profits of the Company for the relevant financial year (computed in accordance with the provisions of Section 198 of the Companies Act, 2013), as may be determined by the NRC. This commission structure will remain valid for the next five financial years.

c) Benefits

In addition to the above:

- Retirement Benefits: Contributions to Gratuity, Provident Fund, Pension Fund, Superannuation Fund, and other similar benefits shall be as per Company rules. For these purposes, Mr. Sanjay Lodha's service shall be treated as continuous from his original date of joining.
- Regulatory Limits: The aggregate remuneration shall remain within the limits prescribed under Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with Schedule V, and Regulation 17(6)(e) of the Listing Regulations (as amended from time to time).

d) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during his tenure, the Company shall pay the above remuneration as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013, for a period not exceeding three years.

e) Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

f) Sitting fee:

He shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Other Terms of re-appointment:

a) The terms and conditions of the re-appointment may be altered and varied from time to time by the Board within the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in

such manner as may be agreed to between the Board and Mr. Sanjay Lodha, subject to such approvals as may be required.

b) If at any time, Mr Sanjay Lodha ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director. He has provided his consent for re-appointment as Managing Director of the Company. He has also confirmed that he is not debarred from holding the office of Director. Mr. Sanjay Lodha confirmed that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Act, for being eligible for re-appointment as MD of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act. In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 of the Listing Regulations, the terms of re-appointment and remuneration as specified above are now being placed before the Members for their approval by way of a Special Resolution.

Except for Mr. Sanjay Lodha and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No 2

Mr. Navin Lodha (DIN : 00461924) was appointed as the first Director of the Company on September 22, 1999, the date of its incorporation. He was designated as Whole Time Director with effect from August 16, 2016 for a term of five years. Subsequently, the Board of Directors, at its meeting held on August 05, 2021, re-appointed him as Whole Time Director for a further term of five years, from August 15, 2021 to August 14, 2026, liable to retire by rotation.

At the Extra-Ordinary General Meeting held on January 09, 2023, the Members approved the revision in his remuneration and authorised payment of commission of 0.35% of the net profits of the Company, subject to approval of the Members at the Annual General Meeting after the closure of each financial year. There has been no further change in his remuneration since then.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at its meeting held on January 17, 2026, approved the re-appointment of Mr. Navin Lodha as Whole Time Director for a further period of five (5) years, commencing from August 14, 2026 up to August 13, 2031, together with the proposed terms of remuneration and commission, subject to approval of the Members of the Company.

Further, in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of Members by way of Special Resolution is required if the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds 5 per cent of the net profits of the listed entity.

The annual remuneration proposed to be paid to Mr. Navin Lodha, together with the remuneration proposed for Mr. Sanjay Lodha, Mr. Niraj Lodha and Mr. Vivek Lodha, may exceed the above threshold of 5% of the net profits of the Company. Accordingly, approval of the Members by way of Special Resolution is required for the remuneration proposed to be paid to the aforesaid directors.

The Audit Committee has reviewed and approved the terms and conditions of the proposed re-appointment of Mr. Navin Lodha. As a promoter, Mr. Navin Lodha is a related party of the Company. However, his re-appointment does not constitute a material related party transaction under the Companies Act, 2013 or the Listing Regulations.

Accordingly, shareholder approval is not required under Regulation 23 of the Listing Regulations or Section 188 of the Companies Act, 2013.

Brief profile of Mr. Navin Lodha:

Mr. Navin Lodha is the Promoter & Whole Time Director of the Company and has been associated with the organisation since its incorporation on September 22, 1999. He holds a Bachelor’s degree in Commerce from Shaheed Bhagat Singh College, University of Delhi.

With over two decades of entrepreneurial and leadership experience. He heads the Sales and Marketing operations for the West Zone of our Company, bringing with him over 25 years of extensive experience in the field. His deep industry knowledge and strategic approach have been instrumental in driving regional growth and strengthening the Company's market presence in the West Zone. The Company achieved its successful listing on the Indian stock exchanges and delivered a Revenue CAGR of 66.90% during his current tenure i.e from April 2021 to March 2025.

Considering the experience, background and the performance of Mr. Navin Lodha, recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed his re-appointment with the following Key terms and conditions of the re-appointment:

Tenure : The re-appointment will be for a period of five years, effective from August 14, 2026 to August 13, 2031.

Nature of Duties : Mr. Navin Lodha shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time. He shall exercise such powers as may be assigned to him, subject to the superintendence, control, and direction of the Board, and act in the best interests of the Company.

Remuneration :

a) Basic Salary

- INR 11,50,000 per month with effect from September 1, 2026, representing 15% increase over his current remuneration of INR 10,00,000 per month for the proposed re-appointment period of 5 years. No revision will be made in the remuneration till 31st August 2026.
- The basic salary may be revised after completion of three years, i.e., on or after August 31, 2029, subject to approval of the Nomination and Remuneration Committee ("NRC"), the Board and the shareholders.

b) Commission

- 0.35% of the net Profits of the Company for the relevant financial year, (computed in accordance with the provisions of Section 198 of the Companies Act, 2013), as may be determined by the NRC. This commission structure will remain valid for the next five financial years.

c) Benefits

In addition to the above:

- Retirement Benefits: Contributions to Gratuity, Provident Fund, Pension Fund, Superannuation Fund, and other similar benefits shall be as per Company rules. For these purposes, Mr. Navin Lodha's service shall be treated as continuous from his original date of joining.
- Regulatory Limits: The aggregate remuneration shall remain within the limits prescribed under Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with Schedule V, and Regulation 17(6)(e) of the Listing Regulations (as amended from time to time).

d) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during his tenure, the Company shall pay the above remuneration as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013, for a period not exceeding three years.

e) Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

f) Sitting fee

He shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Other Terms of re-appointment:

a) The terms and conditions of the re-appointment may be altered and varied from time to time by the Board within the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Navin Lodha, subject to such approvals as may be required.

b) If at any time, Mr. Navin Lodha ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director. He has provided his consent for re-appointment as Whole Time Director of the Company. He has also confirmed that he is not debarred from holding the office of Director. Mr. Navin Lodha confirmed that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Act, for being eligible for re-appointment as WTD of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act. In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 of the Listing Regulations, the terms of re-appointment and remuneration as specified above are now being placed before the Members for their approval by way of a Special Resolution.

Except for Mr. Navin Lodha and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No 3

Mr. Vivek Lodha (DIN : 00461917) was originally appointed as the Director of the Company on April 13, 2015 as the Director of the Company. He was designated as a Whole time Director by the Board of Directors on August 16, 2016 for a term of five years. Subsequently he was re-appointed as Whole Time Director for a further term of five years, with effect from August 15, 2021 to August 14, 2026, liable to retire by rotation.

At the Extra-Ordinary General Meeting held on January 09, 2023, the Members approved the revision in his remuneration and authorised payment of commission of 0.35% on the net profits of the Company, subject to approval of the Members at the Annual General Meeting after the closure of each financial year. There has been no further change in his remuneration since then.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at its meeting held on January 17, 2026, approved the re-appointment of Mr. Vivek Lodha as Whole Time Director for a further period of five (5) years, commencing from August 14, 2026 up to August 13, 2031, together with the proposed terms of remuneration and commission, subject to approval of the Members of the Company.

Further, in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of Members by way of Special Resolution is required if the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds 5 per cent of the net profits of the listed entity.

The annual remuneration proposed to be paid to Mr. Vivek Lodha, together with the remuneration proposed for Mr. Sanjay Lodha, Mr. Niraj Lodha and Mr. Navin Lodha, may exceed the above threshold of 5% of the net profits of the Company. Accordingly, approval of the Members by way of Special Resolution is required for the remuneration proposed to be paid to the aforesaid directors.

The Audit Committee has reviewed and approved the terms and conditions of the proposed re-appointment of Mr. Vivek Lodha. As a promoter, Mr. Vivek Lodha is a related party of the Company. However, his re-appointment does not constitute a material related party transaction under the Companies Act, 2013 or the Listing Regulations.

Accordingly, shareholder approval is not required under Regulation 23 of the Listing Regulations or Section 188 of the Companies Act, 2013.

Brief profile of Mr. Vivek Lodha:

Mr. Vivek Lodha is the Promoter and the Whole Time Director of our Company. He has been associated with our Company as a Director since April 13, 2015. He holds a Bachelor's degree in Commerce from Shaheed Bhagat Singh College, University of Delhi. He leads the east zone of our Company's Sales & Marketing department and has over 25 years of experience. His deep industry knowledge and strategic approach have been instrumental in driving regional growth and strengthening the Company's market presence in the East Zone. The Company achieved its successful listing on the Indian stock exchanges and delivered a Revenue CAGR of 66.90% during his current tenure i.e from April 2021 to March 2025.

Considering the experience, background and the performance of Mr. Vivek Lodha, recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed his re-appointment with the following Key Terms and Conditions of the re-appointment:

Tenure : The re-appointment will be for a period of five years, effective from August 14, 2026 to August 13, 2031.

Nature of Duties : Mr. Vivek Lodha shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time. He shall exercise such powers as may be assigned to him, subject to the superintendence, control, and direction of the Board, and act in the best interests of the Company.

Remuneration :**a) Basic Salary**

- INR 11,50,000 per month with effect from September 1, 2026, representing 15% increase over his current remuneration of INR 10,00,000 per month for the proposed re-appointment period of 5 years. No revision will be made in the remuneration till 31st August 2026.
- The basic salary may be revised after completion of three years, i.e., on or after August 31, 2029, subject to approval of the Nomination and Remuneration Committee ("NRC"), the Board and the shareholders.

b) Commission

- 0.35% of the net Profits of the Company for the relevant financial year, (computed in accordance with the provisions of Section 198 of the Companies Act, 2013), as may be determined by the NRC. This commission structure will remain valid for the next five financial years.

c) Benefits

In addition to the above:

- Retirement Benefits: Contributions to Gratuity, Provident Fund, Pension Fund, Superannuation Fund, and other similar benefits shall be as per Company rules. For these purposes, Mr. Vivek Lodha's service shall be treated as continuous from his original date of joining.
- Regulatory Limits: The aggregate remuneration shall remain within the limits prescribed under Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with Schedule V, and Regulation 17(6)(e) of the Listing Regulations (as amended from time to time).

d) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during his tenure, the Company shall pay the above remuneration as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013, for a period not exceeding three years.

e) Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

f) Sitting fee

He shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Other Terms of re-appointment:

a) The terms and conditions of the re-appointment may be altered and varied from time to time by the Board within the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Vivek Lodha, subject to such approvals as may be required.

b) If at any time, Mr. Vivek Lodha ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director. He has provided his consent for re-appointment as Whole Time Director of the Company. He has also confirmed that he is not debarred from holding the office of Director. Mr. Vivek Lodha confirmed that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Act, for being eligible for re-appointment as WTD of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act. In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 of the Listing Regulations, the terms of re-appointment and remuneration as specified above are now being placed before the Members for their approval by way of a Special Resolution.

Except for Mr. Vivek Lodha and his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No 4

Mr. Niraj Lodha (DIN : 00746701) was originally appointed as the Director of the Company on April 13, 2015 as the Director of the Company. He was designated as a Whole time Director by the Board of Directors on August 16, 2016 for a term of five years. Subsequently he was re-appointed as Whole Time Director for a further term of five years, with effect from August 15, 2021 to August 14, 2026, liable to retire by rotation.

At the Extra-Ordinary General Meeting held on January 09, 2023, the Members approved the revision in his remuneration and authorised payment of commission of 0.35% on the net profits of the Company, subject to approval of the Members at the Annual General Meeting after the closure of each financial year. There has been no further change in his remuneration since then.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at its meeting held on January 17, 2026, approved the re-appointment of Mr. Niraj Lodha as Whole Time Director for a further period of five (5) years, commencing from August 14, 2026 up to August 13, 2031, together with the proposed terms of remuneration and commission, subject to approval of the Members of the Company.

Further, in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of Members by way of Special Resolution is required if the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds 5 per cent of the net profits of the listed entity.

The annual remuneration proposed to be paid to Mr. Niraj Lodha, together with the remuneration proposed for Mr. Sanjay Lodha, Mr. Vivek Lodha and Mr. Navin Lodha, may exceed the above threshold of 5% of the net profits of the Company. Accordingly, approval of the Members by way of Special Resolution is required for the remuneration proposed to be paid to the aforesaid directors.

The Audit Committee has reviewed and approved the terms and conditions of the proposed re-appointment of Mr. Niraj Lodha. As a promoter, Mr. Niraj Lodha is a related party of the Company. However, his

re-appointment does not constitute a material related party transaction under the Companies Act, 2013 or the Listing Regulations.

Accordingly, shareholder approval is not required under Regulation 23 of the Listing Regulations or Section 188 of the Companies Act, 2013.

Brief profile of Mr. Niraj Lodha:

Mr. Niraj Lodha is the Promoter and the Whole Time Director of our Company. He has been associated with our Company as a Director since April 13, 2015. He holds a Bachelors' degree in commerce from S. Deshbandhu College. He leads the south zone of our Company's sales and marketing department and has over 25 years of experience in sales and marketing. His deep industry knowledge and strategic approach have been instrumental in driving regional growth and strengthening the Company's market presence in the South Zone.

Considering the experience, background and the performance of Mr. Niraj Lodha, recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed his re-appointment with the following Key Terms and Conditions of the re-appointment:

Tenure : The re-appointment will be for a period of five years, effective from August 14, 2026 to August 13, 2031.

Nature of Duties : Mr. Niraj Lodha shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time. He shall exercise such powers as may be assigned to him, subject to the superintendence, control, and direction of the Board, and act in the best interests of the Company.

Remuneration :

a) Basic Salary

- INR 11,50,000 per month with effect from September 1, 2026, representing 15% increase over his current remuneration of INR 10,00,000 per month for the proposed re-appointment period of 5 years. No revision will be made in the remuneration till 31st August 2026.
- The basic salary may be revised after completion of three years, i.e., on or after August 31, 2029, subject to approval of the Nomination and Remuneration Committee ("NRC"), the Board and the shareholders.

b) Commission

- 0.35% of the net Profits of the Company for the relevant financial year, (computed in accordance with the provisions of Section 198 of the Companies Act, 2013), as may be determined by the NRC. This commission structure will remain valid for the next five financial years.

c) Benefits

In addition to the above:

- Retirement Benefits: Contributions to Gratuity, Provident Fund, Pension Fund, Superannuation Fund, and other similar benefits shall be as per Company rules. For these purposes, Mr. Vivek Lodha's service shall be treated as continuous from his original date of joining.
- Regulatory Limits: The aggregate remuneration shall remain within the limits prescribed under Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with Schedule V, and Regulation 17(6)(e) of the Listing Regulations (as amended from time to time).

d) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during his tenure, the Company shall pay the above remuneration as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013, for a period not exceeding three years.

e) Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

f) Sitting fee

He shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Other Terms of re-appointment:

a) The terms and conditions of the re-appointment may be altered and varied from time to time by the Board within the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Niraj Lodha, subject to such approvals as may be required.

b) If at any time, Mr. Niraj Lodha ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director. He has provided his consent for re-appointment as Whole Time Director of the Company. He has also confirmed that he is not debarred from holding the office of Director. Mr. Niraj Lodha confirmed that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Act, for being eligible for re-appointment as WTD of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act. In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 of the Listing Regulations, the terms of re-appointment and remuneration as specified above are now being placed before the Members for their approval by way of a Special Resolution.

Except for Mr. Niraj Lodha and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Name of Director	Sanjay Lodha	Navin Lodha	Vivek Lodha	Niraj Lodha
Director Identification Number	00461913	00461924	00461917	00746701
Designation/category of the Director	Managing Director	Whole Time Director	Whole Time Director	Whole Time Director
Date of Birth	30.12.1971	13.09.1973	21.05.1976	14.07.1977
Age	54	52	49	48
Date of first appointment on the Board	22.09.1999	22.09.1999	13.04.2015	13.04.2015
Qualification	Bachelor's of Arts (Honours degree) in economics from the University of Delhi and a post-graduate diploma in business management from Apeejay School of Marketing, New Delhi	Bachelor's degree in commerce from University of Delhi	Bachelor's degree in commerce from, University of Delhi	Bachelor's degree in commerce from University of Delhi
Experience and Expertise in specific functional areas	Vast experience in the business of the Company. For detailed profile, please refer Company's website: https://www.netwebindia.com/leadership.php	Vast experience in the Sales & Marketing. For detailed profile, please refer Company's website: https://www.netwebindia.com/leadership.php	Vast experience in the Sales & Marketing. For detailed profile, please refer Company's website: https://www.netwebindia.com/leadership.php	Vast experience in the Sales & Marketing. For detailed profile, please refer Company's website: https://www.netwebindia.com/leadership.php
Terms and conditions of re-appointment	Refer to the Explanatory Statement above for Resolution no 1.	Refer to the Explanatory Statement above for Resolution no. 2.	Refer to the Explanatory Statement above for Resolution no 3.	Refer to the Explanatory Statement above for Resolution no 4.
Details of remuneration last drawn (FY 2024-25)	Rs.2,37,93,103 [Including Commission]	Rs. 1,74,79,310 [Including Commission]	Rs. 1,74,79,310 [Including Commission]	Rs. 1,74,79,310 [Including Commission]
Details of remuneration sought to be paid	As per the resolution at Item No. 1 of this Postal Ballot Notice, read with statement pursuant to Section 102 of the Act.	As per the resolution at Item No. 2 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.	As per the resolution at Item No. 3 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.	As per the resolution at Item No. 4 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.

Shareholding in the Company including shareholding as a beneficial owner	28.30%	14.15%	14.15%	14.15%
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	1.Netweb Foundation 2. Tyrone Systems Private Limited	Netweb Foundation	SKY-LUS Computers Private Limited	1.Tyrone Systems Private Limited 2. SKY-LUS Computers Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	None	None	None	None
Listed entities from which the Director has resigned from directorship in the past three (3) years	None	None	None	None
No. of Board Meetings attended	5 out of 5 [FY 2025-2026 (upto 17.01.2026)] 6 out of 6 [FY 2024-25]	5 out of 5 [FY 2025-2026 (upto 17.01.2026)] 6 out of 6 [FY 2024-25]	5 out of 5 [FY 2025-2026 (upto 17.01.2026)] 4 out of 6 [FY 2024-25]	4 out of 5 [FY 2025-2026 (upto 17.01.2026)] 4 out of 6 [FY 2024-25]
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Vivek Lodha is his Brother	Mr. Niraj Lodha is his Brother	Mr. Sanjay Lodha is his Brother	Mr. Navin Lodha is his Brother

The Board recommends the resolutions set out in the Notice for your approval as a Special Resolution.

By the order of the Board
For Netweb Technologies India Limited

Sd/-
Lohit Chhabra
Company Secretary & Compliance Officer
M.No A36610

Date: 17.01.2026
Place: Faridabad