# Notice of 3rd Annual General Meeting

**NOTICE** is hereby given that the 3rd **ANNUAL GENERAL MEETING** of the Members of Sahasra Electronic Solutions Limited will be held on Monday, 23rd June, 2025 at 11:30 A.M. through VIDEO CONFERENCING ("VC") FACILITY / OTHER AUDIO-VISUAL MEANS ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. **To Consider and adopt audited financial statements for the year ended March 31, 2025 along with the Auditor's Report and Director's Report thereon and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2025 along with the Auditor's Report and Director's Report thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Varun Manwani (DIN: 00921735), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Varun Manwani (DIN: 00921735), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. **To appoint Statutory Auditors M/S PKMB & Co. Chartered Accountants and to determine their remuneration:**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s PKMB & Co, Chartered Accountants (Firm Reg. No. 0005311N) having their office at F-591, Sarita Vihar, New Delhi-110076 be and are hereby appointed as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of third Annual General Meeting till the conclusion of eighth Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

## SPECIAL BUSINESS:

4. **To appoint Secretarial Auditors M/s Saurabh Agrawal & co. Company Secretaries and to determine their remuneration:**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and exchange Board of India( Listing Obligations and Disclosures Requirement) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and remuneration of managerial Personnel) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s Saurabh Agrawal & co., Firm of Company Secretaries in practice (certificate of practice No. 4868) having office address at 403, Nirmal Tower, 26, Barakhamba road, Connaught Place, New delhi-110001, be and are hereby appointed as Secretarial Auditors of the Company to hold office for a term of 5 years commencing from 1st April, 2025 to 31st March, 2030 for conducting secretarial audit of the company and to furnish secretarial audit report for a remuneration of ₹ 35,000 per annum."

5. **To Consider and approve the Remuneration of Mr. Amrit Lal Manwani, Chairman & Managing Director of the Company:**

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

   **RESOLVED THAT** pursuant to the provisions of Section 197 of the companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Consent of the members of the company be and is hereby accorded to revise the remuneration payable to Mr. Amrit Lal Manwani, (DIN:00920206) Chairman & Managing Director of the Company, for the remaining period of his tenure ending on 18th June, 2026 along with terms and conditions as mentioned below;

**a)** Salary: ₹ 20,12,500 per month w.e.f., 01/04/2025

- Salary to increase 15% per annum on progressive basis.

6. **To Consider and approve the Remuneration of Mrs. Arunima Manwani, Executive Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 197, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules made there under, Consent of the members of the company be and is hereby accorded to revise the remuneration payable to Mrs.Arunima Manwani, (DIN: 06996141) Executive Director, along with terms and conditions as mentioned below;

**a)** Salary: ₹ 4,02,500 Per month w.e.f. from 01/04/2025

- Salary to increase 15% per annum on progressive basis.

7. **To Consider and approve the Remuneration of Mr. Varun Manwani, Non-Executive Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 197, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules made there under, Consent of the members of the company be and is hereby accorded to revise the remuneration payable to Mr. Varun Manwani, (DIN: 00921735) Non-Executive Director, along with terms & conditions as mentioned below:

**a)** Salary: ₹ 11,40,500 per month w.e.f. from 01/04/2025.

- Salary to increase 15% per annum on progressive basis.

8. **To consider and Approve the Related Party Transactions**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and Section 188 of the Companies Act, 2013 and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into the following Related Party transactions for financial year 2025-26:

**Details of Companies/ Firm(s) with whom related Party transaction is proposed to be entered for FY 2025-26:**

| Particulars | Optima Technology Associates | Sahasra Electronics (Rawanda) Pvt.Ltd. | Sahasra Electronics Pvt Ltd. | Infopower Technologies Pvt Ltd. | Sahasra Electronics | Megma Rfid & Labels Pvt Ltd | Sahasra Semiconductors Pvt Ltd |
|---|---|---|---|---|---|---|---|
| **Type, material terms and particulars of the proposed transaction;** | **1.** Sale -Purchase transaction between two entities on arms length basis. | **1.** Sale -Purchase transaction between two entities on arms length basis | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis<br>**3.** Rent payment | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis<br>**3.** Loan<br>**4.** Rent & Electricity bill Sharing : |

| Particulars | Optima Technology Associates | Sahasra Electronics (Rawanda) Pvt.Ltd. | Sahasra Electronics Pvt Ltd. | Infopower Technologies Pvt Ltd. | Sahasra Electronics | Megma Rfid & Labels Pvt Ltd | Sahasra Semiconductors Pvt Ltd |
|---|---|---|---|---|---|---|---|
| **Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);** | Optima Technology Associates Inc, USA<br>**Relationship-** Enterprises under common control | Sahasra Electronics (Rwanda) Pvt Ltd- Kigali - Rwanda<br>**Relationship-** Enterprises under common control | Sahasra Electronics Pvt Ltd<br>**Relationship-** Enterprises under common control | Infopower Technologies Private Limited<br>**Relationship-** Enterprises under common control | Sahasra Electronics (A sole prop. Firm of Amrit Lal Manwani)<br>**Relationship-** Enterprises under common control | Megma Rfid & Labels Pvt Ltd<br>**Relationship-** Enterprises under common control | Sahasra Semiconductors Pvt Ltd<br>**Relationship-** Subsidiary Company |
| **Tenure of the proposed transaction (particular tenure shall be specified);** | one year (April 25 to March 26) | one year (April 25 to March 26) | one year (April 25 to March 25) | one year (April 25 to March 26) | one year (April 25 to March 26) | one year (April 25 to March 26) | one year (April 25 to March 26) |
| **Value of the proposed transaction;** | Sale: ₹ 30 Crores Purchase: ₹ 05 Crores | Sale: ₹ 5 Crores | Sale: ₹ 3 Crore Purchase: ₹ 3 Crore | Sale: ₹ 2 Crore Purchase ₹ 5 Crore Rent: 07 Lacs | Sale: ₹ 6 Crore Purchase ₹ 1 Crore Reimbursement of expenses : on actual basis | Sale: ₹ 2 Crore Purchase ₹ 1 Crore Reimbursement of expenses: on actual basis | Sale: ₹ 1 Crore Purchase ₹ 3 Crore Reimbursement of expenses : on actual basis Loan to Subsidiary Company: ₹ 20 Crore Rent & Electricity Bill Sharing: 1.50 Crore |
| **The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);** | 36.52% approx. | 5.22% approx. | 6.26% approx. | 14.61% approx. | 7.30% approx. | 3.13% approx. | 26.60% approx. |
| **If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** | No | No | No | No | No | No | Yes |
| **details of the source of funds in connection with the proposed transaction;** | N.A. | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus |

| Particulars | Optima Technology Associates | Sahasra Electronics (Rawanda) Pvt.Ltd. | Sahasra Electronics Pvt Ltd. | Infopower Technologies Pvt Ltd. | Sahasra Electronics | Megma Rfid & Labels Pvt Ltd | Sahasra Semiconductors Pvt Ltd |
|---|---|---|---|---|---|---|---|
| **where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **nature of indebtedness** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **cost of funds** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **Tenure** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | *Unsecured Loan<br>*Repayable On Demand<br>*Interest Will Be Charged As Per Prevailing Market Rate |
| **the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | The fund will be utilized for enhancement of production capabilities in subsidiary company. It will be utilized to meet out the working capital requirement. |
| **Justification as to why the RPT is in the interest of the listed entity;** | Optima Technology Associates Inc. interacts with customers on real time basis. They are in US so they know US customers, their need and associates risk factors very well. It helps us in getting the better prices as well as we reduce or credit risk. | There is no manufacturing facilities in Rwanda so we source R/M for them for further manufacturing in Rwanda. We charge them the cost of sourcing of material on arms-length basis so it is generating additional revenue for listed entity. Additionally SERPL is under the common management for there is no default of risk and better management for SERPL also for timely delivery. | Fast & Easy delivery | PCB is R/M for listed company so buying R/m from IPTL is in benefit of listed company in many ways. They produce PCB in small lots also for which the TAT and cost from other suppliers is very high compare to IPTL. Since IPTL is located within 1 KM of listed company so it is cost effective also for the listed company | We have some retail customers who gives us order in very small quantities. The delivery for such small quantities is very time consuming when we make supply from SEZ. So for retaining those customers we are billing SE in big lot from listed company and then SE is selling to these customers in small quantities. | Company is under the common management hence, it will be more convenient in terms of timely delivery and cost effective. | More than 72.70% holding is of listed company. Semiconductors is sunrise industry so we are supporting too initially. In Future the aim is to make it 100% subsidiary of listed company. |

| Particulars | Optima Technology Associates | Sahasra Electronics (Rawanda) Pvt.Ltd. | Sahasra Electronics Pvt Ltd. | Infopower Technologies Pvt Ltd. | Sahasra Electronics | Megma Rfid & Labels Pvt Ltd | Sahasra Semiconductors Pvt Ltd |
|---|---|---|---|---|---|---|---|
| A copy of the valuation or other external party report, if any such report has been relied upon | NA | NA | NA | NA | NA | NA | NA |
| Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis; | | | | | | | |
| Any other information that may be relevant. | | NA | NA | NA | NA | NA | NA |

**By Order of the Board**
**For Sahasra Electronic Solutions Limited**

**Neha Tahir**
**Company Secretary & Compliance Officer**
**M.No. A46571**

**Date: 27/05/2025**
**Place: Noida**

## NOTES:

1. In continuation to General Circular No. 09/2023 in continuation to this Ministry's General Circular No. 14/ 2020 dated 08.04.2020, General Circular No. 03/ 2022, dated 05.05.2022, General Circular No. 11/ 2022 dated 28.12.2022, general Circular No. 09/2023 dated 25/09/ 2023 and General Circular No. 09/2024 dated respectively The Ministry of Corporate Affairs ("MCA") has permitted the holding of the AGM through VC/ OAVM upto 30th September, 2025.

   The AGM being conducted through VC Facility shall be deemed to be convened at 33, POCKET 1, JASOLA VIHAR, NEW FRIENDS COLONY, NEW DELHI – 110025, as stated in the Notice of the AGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. In compliance with the aforementioned MCA Circulars Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.seslimited.in, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com and on the website of Bigshare Services Private Limited, Registrar & Share Transfer Agent https://ivote.bigshareonline.com/landing

3. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended up to date, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed in Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Bigshare Services Private Limited, Registrar & Share Transfer Agent.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 3RD AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS 3RD AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS & SEBI CIRCULARS THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

5. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 4, 5, 6, 7, 8 of the Notice, are annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

6. The facility for joining Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) shall open 15 minutes before the time scheduled to start the meeting and shall close after the expiry of 15 minutes after such schedule time.

7. During the Annual General Meeting only those members will be allowed to cast their vote through remote e-voting who will be present in the Annual General Meeting and has not casted their vote on the resolution earlier.

8. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants or with Company or with the Registrar and Share Transfer Agent of the Company.

9. Members attending the 3rd annual general meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.

10. For the smooth conduct of proceedings of the AGM, Members can submit questions/queries in advance with regard to the resolution to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address cs@sahasraelectronics.com at least seven (7) days in advance before the start of the meeting i.e. by cut-off date' i.e., 16th June, 2025 by 02.00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

11. The voting rights shall be as per the number of equity shares held by the member(s) as on 16th June, 2025. M/ s Saurabh Agrawal & Co., Practising Company Secretary (CP No. 4868) has been appointed as the Scrutinizer to scrutinize voting by remote e-Voting process in a fair and transparent manner.

12. The remote e-Voting period commences on 20th June,

2025 (9:00 a.m.) and ends on 22nd June, 2025 (5:00 p.m.). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th June, 2025 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by Bigshare Services Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting facility shall also be available to members during the Annual General Meeting.

**13.** Any person, who acquire shares of the Company and becomes a member of the Company after dispatch of the notice of AGM and is holding shares as on the cut-off date i.e. 16th June, 2025 may obtain the login ID and password by sending a request at ivote@bigshareonline.com or cs@sahasraelectronics.com

**14.** 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 and attend AGM through Video Conferencing ("VC") or other Audio Visual Means("OVAM").

**15.** The company has engaged Bigshare Services Private Limited for Video conferencing system through cisco webex and e voting services through Bigshare i-Vote services. In case any member required help regarding e voting or joining of Meeting through VC or OAVM can contact with Bigshare Services Private Limited, ivote@bigshareonline.com, or at 1800225422, 02262638338.

**16.** The Scrutinizer shall after the conclusion of the AGM, will first count the votes cast during the AGM, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidate Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**17.** The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.seslimited.in and on the website of Bigshare immediately after the declaration of results by the Chairman or a person authorised by him in writing and the same be communicated to National Stock Exchange of India Ltd.

**18.** In terms of Section 152 of the Act, Mr. Varun Manwani (holding DIN: 00711705), Managing Director is liable to retire by rotation at this 3rd Annual General Meeting and being eligible, has offered himself for reappointment. Details of Directors seeking appointment / re-appointment at the Annual General Meeting in pursuance to Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is annexed as **Annexure-1.**

**19.** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members during the 3rd AGM, Members seeking to inspect such documents can send an email to cs@sahasraelectronics.com

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**i.** The voting period begins on 20th June, 2025 09:00 A.M and ends on 22nd June, 2025 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th June, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

**ii.** Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**iii.** Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|---|---|
| | 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000. |

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.

- o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE**: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

**NOTE**: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.

- o Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- o Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

**Note**: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- o Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
  - Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
  - Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

**Helpdesk for queries regarding e-voting:**

| Login type | Helpdesk details |
|---|---|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338 |

4. **Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

### Item No. 3

### To appoint Statutory Auditors M/S PKMB & Co. Chartered Accountants and to determine their remuneration:

Pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on recommendation of Audit Committee, the Board of Directors have re-appointed M/s PKMB & Co, Chartered Accountants (Firm Reg. No. 0005311N) having their office at F-591, Sarita Vihar, New Delhi-110076 for a period of five years to hold office from the conclusion of third Annual General Meeting till the conclusion of eighth Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors subject to the approval of shareholders of the company.

### Details as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

| S. No. | Particulars | Details |
|---|---|---|
| 1. | Proposed fees payable to the Statutory Auditor | As may be mutually agreed upon between the Board of Directors and the Statutory Auditors |
| 2. | Terms of appointment | M/s PKMB & Co, Chartered Accountants (Firm Reg. No. 0005311N) having their office at F-591, Sarita Vihar, New Delhi-110076 were appointed as statutory auditors of the company to fill up casual vacancy to hold office till the conclusion of ensuing 3rd annual general meeting of the company.<br><br>On recommendation of Audit Committee, the Board of Directors have re-appointed M/s PKMB & Co, Chartered Accountants (Firm Reg. No. 0005311N) having their office at F-591, Sarita Vihar, New Delhi-110076 for a period of five years to hold office from the conclusion of third Annual General Meeting till the conclusion of eighth Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors and Statutory Auditors subject to the approval of shareholders of the company. |
| 3. | In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change. | N.A. |
| 4. | Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed. | On recommendation of Audit Committee, the Board of Directors have re-appointed M/s PKMB & Co, Chartered Accountants (Firm Reg. No. 0005311N) having their office at F-591, Sarita Vihar, New Delhi-110076 for a period of five years to hold office from the conclusion of third Annual General Meeting till the conclusion of eighth Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors Statutory Auditors subject to the approval of shareholders of the company.<br><br>**M/s. P K M B & Co. Chartered Accountants** are having more than 38 years' experience of statutory audit/Internal audit. The Firm is having ten partners and total staff of 40 Professional and other staff. They are having branches at New Delhi, Noida, Kanpur and Kolkata. The Firm's two senior most Partner are having experience of more than 40 years. They are statutory auditor and internal auditor of several listed Companies, Public and Private Limited Companies etc. They are also having experience into taxation and other management consultancy professional work. |

The Board of Directors, therefore, recommend the passing of the resolution as ordinary resolution as per Item No. 03 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

**Item No.4: To appoint Secretarial Auditors M/s Saurabh Agrawal & co., Company Secretaries and to determine their remuneration:**

M/s Saurabh Agrawal & Co., Company Secretaries (certificate of practice No. 4868) having office address at 403, Nirmal Tower, 26, Barakhamba Road, Connaught Place, New delhi-110001 were appointed as Secretarial Auditors of the Company for the F.Y. 2024-25.

Pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and exchange Board of India( Listing Obligations and Disclosures Requirement) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and remuneration of managerial Personnel) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s Saurabh Agrawal & co., Firm of Company Secretaries in practice (certificate of practice No. 4868) having office address at 403, Nirmal Tower, 26, Barakhamba Road, Connaught Place, New delhi-110001, possesses necessary qualification and eligibility to be appointed as the Secretarial Auditors of the Company as per their consent letter dated 13th May, 2025, therefore, on the basis of recommendation of Audit Committee, the Board of Directors at their meeting held on 20th May, 2025 had appointed M/s Saurabh Agrawal & Co., Company Secretaries (certificate of practice No. 4868) having office address at 403, Nirmal Tower, 26, Barakhamba Road, Connaught Place, New delhi-110001 for a term of 5 (Five) years commencing from F.Y. 2025-26 to F.Y. 2029-30 subject to the approval of shareholders in ensuing 3rd annual general meeting.

**Details as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015**

| S. No. | Particulars | Details |
|---|---|---|
| 1. | Proposed fees payable to the Secretarial Auditor | ₹ 35,000/- per annum |
| 2. | Terms of appointment | M/s Saurabh Agrawal & Co., Company Secretaries (certificate of practice No. 4868) having office address at 403, Nirmal Tower, 26, Barakhamba Road, Connaught Place, New delhi-110001 were appointed as Secretarial Auditors of the Company for the F.Y. 2024-25.<br>On the basis of recommendation of Audit Committee, the Board of Directors at their meeting held on 20th May, 2025 had appointed M/s Saurabh Agrawal & Co., Company Secretaries (certificate of practice No. 4868) having office address at 403, Nirmal Tower, 26, Barakhamba Road, Connaught Place, New delhi-110001 for a term of 5 (Five) years commencing from F.Y. 2025-26 to F.Y. 2029-30 subject to the approval of shareholders in ensuing 3rd annual general meeting. |
| 3. | In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change. | N.A. |

| S. No. | Particulars | Details |
|---|---|---|
| 4. | Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed. | On the basis of recommendation of Audit Committee, the Board of Directors at their meeting held on 20th May, 2025 had appointed M/s Saurabh Agrawal & Co., Company Secretaries (certificate of practice No. 4868) having office address at 403, Nirmal Tower, 26, Barakhamba Road, Connaught Place, New delhi-110001 for a term of 5 (Five) years commencing from F.Y. 2025-26 to F.Y. 2029-30.<br>M/s Saurabh Agrawal & Co., is a Company Secretaries and a corporate law professional firm consisting of a group of dynamic professionals who are result oriented, skilled and season professional including company secretaries, chartered accountants and advocates who are result driven. M/s Saurabh Agrawal & Co., is a peer reviewed firm having experience of more than 22 years in domains like business consulting services, listing, merger & acquisitions, work as resolution professionals, PE delas, Joint Venture, SEBI Regulations, Business Automation, CSR advisory, SME IPO etc. |

The Board of Directors, therefore, recommend the passing of the resolution as ordinary resolution as per Item No. 04 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

**Item No. 5: To Consider and approve the Remuneration of Mr. Amrit Lal Manwani (DIN:00920206), Chairman & Managing Director of the Company**

Mr. Amrit Lal Manwani is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item no. 5 of the accompanying Notice for the approval of the Members. The Board is of the view that the continued association of Mr. Amrit Lal Manwani (DIN:00920206), would benefit the Company, given the knowledge, experience and performance of Mr. Amrit Lal Manwani (DIN:00920206), and contribution to Board processes by him.

Your directors foresee a bright future of the Company under his management. The Board of Directors at its meeting held on 20th May, 2025 considered and passed the resolution for the revision of remuneration of Mr. Amrit Lal Manwani, Chairman & Managing Director of the Company with effect from 1st April, 2025.

Mr. Amrit Lal Manwani (DIN:00920206), has Managerial and Administrative experience in industry and he will carry out such duties and exercise such power as may be entrusted to him by the Board of Director.

Mr. Amrit Lal Manwani will be paid monthly remuneration of ₹ 20,12,500 per month and Salary to increase 15% per annum on progressive basis. Disclosures under schedule V of the Companies Act, 2013 AND Disclosures pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given below under Table A and B respectively.

The Board of Directors, therefore, recommend the passing of the resolution as special resolution as per Item No. 05 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

**Item No.6: To Consider and approve the Remuneration of Mrs. Arunima Manwani (DIN: 06996141), Executive Director of the Company.**

Mrs. Arunima Manwani is playing vital role in creating and formulating strategic business plans, research & development, Track technology advancements and trends to stay competitive. Accordingly, looking at her expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item No.6 regarding increment of remuneration as per industry standards. The Board is of the view that the continued association of Mrs. Arunima

Manwani (DIN: 06996141) would benefit the Company, given the knowledge, experience and performance of Mrs. Arunima Manwani (DIN: 06996141), and contribution to Board processes by her.

Mrs. Arunima Manwani will be paid monthly remuneration of ₹ 4,02,500 Per month and Salary to increase 15% per annum on progressive basis. Disclosures under schedule V of the Companies Act, 2013 AND Disclosures pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given below under Table A and B respectively.

The Board of Directors, therefore, recommend the passing of the resolution as special resolution as per Item No. 06 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

**Item No.7: To Consider and approve the Remuneration of Mr.Varun Manwani (DIN:00921735), Non-Executive Director of the Company.**

Mr. Varun Manwani has around 23 years of experience in the field of manufacturing, operations to sales and marketing. He is currently responsible for providing his expertise for growth and expansion of our Company. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item No.7 regarding increment of remuneration as per industry standards. The Board is of the view that the continued association of Mr. Varun Manwani (DIN:00921735) would benefit the Company, given the knowledge, experience and performance of Mr. Varun Manwani (DIN:00921735), and contribution to Board processes by him.

Mr. Varun Manwani will be paid monthly remuneration of ₹11,40,500 per month and Salary to increase 15% per annum on progressive basis. Disclosures under schedule V of the Companies Act, 2013 AND Disclosures pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given below under Table A and B respectively.

The Board of Directors, therefore, recommend the passing of the resolution as special resolution as per Item No. 07 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

**Item No.8: To consider and approve the Related Party Transactions**

Pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and Section 188 of the Companies Act,2013 and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, the Board of Directors of the company had approved the proposed transactions to be enter into with Related Parties for financial year 2025-26:

Further, pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing regulations") read with company's policy on related party transactions provides that entering into material transactions with a related party which, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), **exceed(s) ₹ 50 crore, or 10% of the annual consolidated turnover** as per the last audited financial statements of the listed entity, whichever is lower requires approval of members of the company.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 20th May, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

The Board of Directors, therefore, recommend the passing of the resolution as special resolution as per Item No. 08 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

## Details of Companies/ Firm(s) with whom related Party transaction is proposed to be entered:

| Particulars | Optima Technology Associates | Sahasra Electronics (Rawanda) Pvt.Ltd. | Sahasra Electronics Pvt Ltd. | Infopower Technologies Pvt Ltd. | Sahasra Electronics | Megma Rfid & Labels Pvt Ltd | Sahasra Semiconductors Pvt Ltd |
|---|---|---|---|---|---|---|---|
| **Type, material terms and particulars of the proposed transaction;** | **1.** Sale -Purchase transaction between two entities on arms length basis. | **1.** Sale -Purchase transaction between two entities on arms length basis | **1.** Sale -Purchase transaction between two entities on arms length basis Reimbursement of expenses- On Actual Basis | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis<br>**3.** Rent payment | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis | **1.** Sale -Purchase transaction between two entities on arms length basis<br>**2.** Reimburse-ment of expenses- On Actual Basis<br>**3.** Loan<br>**4.** Rent & Electricity bill Sharing : |
| **Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);** | Optima Technology Associates Inc, USA<br>**Relationship-** Enterprises under common control | Sahasra Electronics (Rwanda) Pvt Ltd- Kigali - Rwanda<br>**Relationship-** Enterprises under common control | Sahasra Electronics Pvt Ltd<br>**Relationship-** Enterprises under common control | Infopower Technologies Private Limited<br>**Relationship-** Enterprises under common control | Sahasra Electronics (A sole prop. Firm of Amrit Lal Manwani)<br>**Relationship-** Enterprises under common control | Megma Rfid & Labels Pvt Ltd<br>**Relationship-** Enterprises under common control | Sahasra Semiconductors Pvt Ltd**Relationship-** Subsidiary Company |
| **Tenure of the proposed transaction (particular tenure shall be specified);** | one year (April 25 to March 26) | one year (April 25 to March 26) | one year (April 25 to March 25) | one year (April 25 to March 26) | one year (April 25 to March 26) | one year (April 25 to March 26) | one year (April 25 to March 26) |
| **Value of the proposed transaction;** | Sale: ₹ 30 Crores Purchase: ₹ 05 Crores | Sale: ₹ 5 Crores | Sale: ₹ 3 Crore Purchase ₹ 3 Crore | Sale: ₹ 2 Crore Purchase ₹ 5 Crore Rent: 07 Lacs | Sale: ₹ 6 Crore Purchase ₹ 1 Crore Reimbursement of expenses: on actual basis | Sale: ₹ 2 Crore Purchase ₹ 1 Crore Reimbursement of expenses: on actual basis | Sale: ₹ 1 Crore Purchase ₹ 3 Crore Reimbursement of expenses : on actual basis Loan to Subsidiary Company: ₹ 20 Crore Rent & Electricity Bill Sharing: 1.50 Crore |
| **The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);** | 36.52% approx. | 5.22% approx. | 6.26% approx. | 14.61% approx. | 7.30% approx. | 3.13% approx. | 26.60% approx. |

| Particulars | Optima Technology Associates | Sahasra Electronics (Rawanda) Pvt.Ltd. | Sahasra Electronics Pvt Ltd. | Infopower Technologies Pvt Ltd. | Sahasra Electronics | Megma Rfid & Labels Pvt Ltd | Sahasra Semiconductors Pvt Ltd |
|---|---|---|---|---|---|---|---|
| **If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** | No | No | No | No | No | No | Yes |
| **details of the source of funds in connection with the proposed transaction;** | N.A. | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus | From sale Proceeds/ Reserves & Surplus |
| **where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **nature of indebtedness** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **cost of funds** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **Tenure** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | *Unsecured Loan<br>*Repayable On Demand<br>*Interest Will Be Charged As Per Prevailing Market Rate |
| **the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.** | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | The fund will be utilized for enhancement of production capabilities in subsidiary company. It will be utilized to meet out the working capital requirement. |

| Particulars | Optima Technology Associates | Sahasra Electronics (Rawanda) Pvt.Ltd. | Sahasra Electronics Pvt Ltd. | Infopower Technologies Pvt Ltd. | Sahasra Electronics | Megma Rfid & Labels Pvt Ltd | Sahasra Semiconductors Pvt Ltd |
|---|---|---|---|---|---|---|---|
| **Justification as to why the RPT is in the interest of the listed entity;** | Optima Technology Associates Inc. interacts with customers on real time basis. They are in US so they know US customers, their need and associates risk factors very well. It helps us in getting the better prices as well as we reduce or credit risk. | There is no manufacturing facilities in Rwanda so we source R/M for them for further manufacturing in Rwanda. We charge them the cost of sourcing of material on arms-length basis so it is generating additional revenue for listed entity. Additionally SERPL is under the common management for there is no default of risk and better management for SERPL also for timely delivery. | Fast & Easy delivery | PCB is R/M for listed company so buying R/m from IPTL is in benefit of listed company in many ways. They produce PCB in small lots also for which the TAT and cost from other suppliers is very high compare to IPTL. Since IPTL is located within 1 KM of listed company so it is cost effective also for the listed company | We have some retail customers who gives us order in very small quantities. The delivery for such small quantities is very time consuming when we make supply from SEZ. So for retaining those customers we are billing SE in big lot from listed company and then SE is selling to these customers in small quantities. | Company is under the common management hence, it will be more convenient in terms of timely delivery and cost effective. | More than 72.70% holding is of listed company. Semiconductors is sunrise industry so we are supporting too initially. In Future the aim is to make it 100% subsidiary of listed company. |
| **A copy of the valuation or other external party report, if any such report has been relied upon** | NA | NA | NA | NA | NA | NA | NA |
| **Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;** | | | | | | | |
| **Any other information that may be relevant.** | | NA | NA | NA | NA | NA | NA |

# TABLE A

Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013

| Particulars | Amrit Lal Manwani | Varun Manwani | Arunima Manwani |
|---|---|---|---|
| **I. General information:** | | | |
| Nature of industry: | Manufacturing of electrical and electronic equipment and related | | |
| 2) Date or expected date ofcommencement of commercial production: | The company is already in production from 22nd February, 2023. | | |
| (3) In case of new companies, expected date of commencement of activities as per projectapproved by financialinstitutions appearing in the prospectus: | N.A. | | |
| (4) Financial performance basedon given indicators | As per the latest audited financial statements for the year ended March 31, 2025 of the company the turnover of the Company is ₹ 9090.13 Lakhs and Profit Before Tax (PBT) is ₹ 1122.93 Lakhs. | | |
| (5) Foreign investments orcollaborations, if any. | No such investment or collaboration. | | |
| **II. Information about theappointee:** | | | |
| (1) Background details: | **Amrit Lal Manwani,** is our Founder Promoter and Chairman & Managing Director of our Company. He has been associatedwith the Company since incorporation. He has completed his Bachelor of Technology in Electrical Engineering from IITKanpur in year 1973 and Master of Business Administration from University of Delhi in year 1983. He has a work experienceof more than 50 years in the field of Electronics Industry. He played a significant role in the growth of the company. Atpresent, he looks after functions such as business development and project execution in our Company. | **Varun Manwani,** is one of the Promoters and the Non-Executive Director of our Company. He has been associated with thecompany since incorporation. He has completed his B.A. (Honours) in Economics from University of Delhi, in year 2003. Hehas around 23 years of experience in the field of manufacturing, operations to sales and marketing. He is currently responsiblefor providing his expertise for growth and expansion of the Company. | **Arunima Manwani,** is one of the Promoters and the Director of our Company. She has been associated with the Companysince incorporation. She has completed Bachelor of Commerce from University of Mumbai, in year 2004. She has workexperience of 10 years in the Industry. She is playing vital role in creating and formulating strategic business plans, research& development, Track technology advancements and trends to stay competitive. |

| Particulars | Amrit Lal Manwani | Varun Manwani | Arunima Manwani |
|---|---|---|---|
| (2) Past remuneration: | ₹ 2,10,00,000/- Per annum | ₹ 1,19,00,000/- Per annum | ₹ 42,00,000/- Per annum |
| (3) Recognition or awards: | He played a significant role inthe growth of the company. At present, he looks after functionssuch as business development andproject execution in our Company. | He has around 23 years of experience in the field of manufacturing,operations to sales and marketing. Heis currently responsible for providing his expertise for growth and expansion of our Company. | She playing vital role in creating and formulating strategic business plans,research & development, Tracktechnology advancements and trends to stay competitive. |
| (4) Job profile and hissuitability: | Mr. Amrit Lal Manwani is a prominent and successful Industrialist with awide and variedexperience in themanagement of business and industry. He has awork experience of more than 50 years in the field of Electronics Industry. He played a significant role in the growth of the company. At present, he looks after functions such as business development and project executionin our Company. | He is currently responsible for providing his expertise for growth and expansion of our Company. | She has a work experience of 10 years in the Industry. |
| (5) Remuneration proposed: | • Salary of ₹ 2,41,50,000 p.a.<br>• Salary to increase 15% per annum on progressive basis. | • Salary of ₹ 1,36,86,000 p.a.<br>• Salary to increase 15% per annum on progressive basis. | • Salary of ₹ 48,30,000 p.a.<br>• Salary to increase 15% per annum on progressive basis. |
| (6) Comparative remunerationprofile with respect to industry,size of the company, profile ofthe position and person (in caseof expatriates the relevantdetails would be with respect tothe country of his origin) | Taking into account the Turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the Country. | | |
| (7) Pecuniary relationshipdirectly or indirectly with thecompany, or relationship withthe managerial personnel [orother director], if any. | Mr. Amrit Lal Manwani is a father of Mr. Varun Manwani & Father in law of Arunima Manwani. | Mr. Varun Manwani is a son of Mr. Amrit Lal Manwani and Husband of Mrs. Arunima Manwani. | Mrs. Arunima Manwani is a wife of Mr. Varun Manwani and Daughter in law of Mr. Amrit Lal Manwani. |

| Particulars | Amrit Lal Manwani | Varun Manwani | Arunima Manwani |
|---|---|---|---|
| **III. Other information:** | | | |
| (1) Reasons of loss or inadequateprofits: | The company was incorporated on February 22, 2023, and has been steadily growing to achieve its goals in the near future. While its performance during the year was satisfactory, it remains focused on driving further growth. | | |
| (2) Steps taken or proposed to betaken for improvement:Expanding the business byincreasing manufacturing ortrading activities of theCompany. | The company is planning to expand its existing production capacity within the same line of business while also exploring new business segments for diversification and growth. | | |
| (3) Expected increase in productivity and profits in measurable terms: | The Company is increasing its production capacity and is addingnew range of products. | | |

# TABLE B

Disclosures pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India:

| Particulars | Amrit Lal Manwani | Varun Manwani | Arunima Manwani |
|---|---|---|---|
| DIN | 00920206 | 00921735 | 06996141 |
| Age | 75 years | 43 years | 43 years |
| Qualification | **Amrit Lal Manwani,** is our Founder Promoter and Chairman & Managing Director of our Company. He has been associated with the Company since incorporation. He has completed his Bachelor of Technology in Electrical Engineering from IIT Kanpur in year 1973 and Master of Business Administration from University of Delhi in year 1983. He has a work experience of more than 50 years in the field of Electronics Industry. He played a significant role in the growth of the company. At present, he looks after functions such as business development and project execution in our Company. | **Varun Manwani,** is one of the Promoters and the Non-Executive Director of our Company. He has been associated with thecompany since incorporation. He has completed his B.A. (Honours) in Economics from University of Delhi, in year 2003. Hehas around 23 years of experience in the field of manufacturing, operations to sales and marketing. He is currently responsible for providing his expertise for growth and expansion of the Company. | **Arunima Manwani,** is one of the Promoters and the Director of our Company. She has been associated with the Company since incorporation. She has completed Bachelor of Commerce from University of Mumbai, in year 2004. She has workexperience of 10 years in the Industry. She is playing vital role in creating and formulating strategic business plans, research& development, Track technology advancements and trends to stay competitive. |
| Experience | He has a workexperience of more than 50 years in the field of Electronics Industry. | He has around 23 years of experiencein the field of manufacturing,operations to salesand marketing. | She has an over all experience of more than 19 years in the field of Business Development, Operations, Planning and implementation and Team Management. |
| Terms and conditions of Appointment or re-appointment | For a period of three years, with effect from June 19, 2023, not liable to retire by rotation | Appointed witheffect from February 22, 2023 liable toretire by rotation. | Designated as Executive Director of the Company, w.e.f. January 12, 2024 and shall beliable to retire by rotation |
| Details of remuneration Sought to be paid | • Salary of ₹ 2,41,50,000 p.a.<br>• Salary to increase 15% per annum on progressive basis. | • Salary of ₹ 1,36,86,000 p.a.<br>• Salary to increase 15% per annum on progressive basis. | • Salary of ₹ 48,30,000 p.a.<br>• Salary to increase 15% per annum on progressive basis. |
| The remuneration last drawn | ₹ 2,10,00,000/- p.a. | ₹ 1,19,00,000/-p.a. | ₹ 42,00,000/- p.a. |

| Particulars | Amrit Lal Manwani | Varun Manwani | Arunima Manwani |
|---|---|---|---|
| Date of first appointment on the board | February 22, 2023 | February 22, 2023 | February 22, 2023 |
| Shareholding in The company | 17464700 Equity shares holding 69.88 % stake in the company | 1200 Equity shares holding 0.01% stake in the company | 1200 Equity shares holding 0.01% stake in the company |
| Relationship with Other directors manager and other key Managerial personnel of the Company | Mr. Amrit Lal Manwani is a father of Mr. Varun Manwani & Father in law of Arunima Manwani | Mr. Varun Manwani is a son of Mr. AmritLal Manwani and Husband of Mrs. Arunima Manwani | Mrs. Arunima Manwani is a wife of Mr. Varun Manwani and Daughter in law of Mr. Amrit Lal Manwani |
| The Number of meetings of the board attended during the year 2024-25 till date | 18 | 17 | 18 |
| Other directorships, memberships / chairmanship of committees of other Boards | 1. Electronic Industries Association of India<br>2. Tegna Electronics Private Limited<br>3. Electronics Sector Skills Council of India<br>4. Elcina Electronics Manufacturing Cluster Private Limited<br>5. Infopower Technologies Private Limited<br>6. Sahasra Electronics Private Limited<br>7. Sahasra Semiconductors Private Limited<br>8. Megma RFID and Labels Private Limited<br>9. Awesense Five Private Limited<br>10. Optima Tech Associates Inc. USA<br>11. Sahasra Electronics (Rwanda) Private Limited<br>12. Zarle Kraft Boxx Private Limited<br>13. PBW Foods Private Limited<br>14. Sahasra Electronis<br>15. Sahasra Sambhav Skills development Private Limited | 1. Sahasra Electronics Private Limited<br>2. Winbond Electronics India Private Limited<br>3. Sahasra Sambhav Skill Development Private Limited<br>4. Infopower Technologies Private Limited<br>5. Sahasra Semiconductors Private Limited<br>6. Megma RFID and Labels Private Limited<br>7. Sahasra Electronics (Rwanda) Private Limited | 1. Info power Technologies Private Limited<br>2. Sahasra Semiconductors Private Limited<br>3. Sahasra Sambhav Skill Development Private Limited<br>4. Megma RFID and Labels Private Limited |

# ANNEXURE-1

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting**

**[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]**

| S. NO. | PARTICULARS | DETAILS |
|---|---|---|
| **a.** | A brief resume of the director; | **Name:** Varun Manwani<br>**Date of Birth:** 26th September, 1981<br>**Actual date of Appointment:** 22nd February, 2025<br>**Qualifications:** B.A. (Honours) in Economics from University of Delhi, in year 2003 |
| **b.** | Nature of expertise in specific functional areas; | **Mr. Varun Manwani,** is one of the Promoters and the Non-Executive Director of our Company. He has been associated with the company since incorporation. He has completed his B.A. (Honours) in Economics from University of Delhi, in year 2003. He has around 23 years of experience in the field of manufacturing, operations to sales and marketing. He is currently responsible for providing his expertise for growth and expansion of the Company. |
| **c.** | Disclosure of relationships between directors inter-se; | Mr. Varun Manwani is a son of Mr. AmritLal Manwani (Chairman & Managing Director) and Husband of Mrs. Arunima Manwani (Executive Director). |
| **d.** | Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | **Names of listed entities in which the person also holds the directorship:** NIL<br>**Membership of Committees of the board:** Mr. Varun Manwani is a member of Nomination and Remuneration Committee of the Board and the Chairperson of Stakeholders Relationship Committee of the Board.<br>**Listed entities from which the person has resigned in the past three years:** NIL |
| **e.** | Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner | **1200 Equity Shares** |
| **f.** | In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | N.A. |