

# NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting ("AGM") of the members of **NETWEB TECHNOLOGIES INDIA LIMITED** ("Company") will be held on Saturday, August 30, 2025 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board and the Auditor thereon.
2. To declare a final dividend of ₹2.50/- (i.e. 125% of the face value of equity shares of the Company) per equity share for the financial year ended on March 31, 2025.
3. To appoint a director in place of Mr. Niraj Lodha (DIN: 00746701), who retires by rotation, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

4. Ratification of the Cost Auditors' remuneration for the financial year 2025-26

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

**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration payable to M/s Sunny Chhabra & Co, Cost Accountants, (Membership No. 32469), as appointed by the Board of Directors of the Company on recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company, amounting to ₹80,000/- (Rupees Eighty Thousand Only) per annum plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of audit, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to perform and execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters annexed therewith or incidental thereto.

5. Payment of commission on Profits of the Company to Mr. Sanjay Lodha, Managing Director of the Company for FY 24-25

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 section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Sanjay Lodha, Managing Director and promoter of the Company, of an amount not exceeding ₹93,93,103/- [Ninety Three Lakhs, Ninety Three Thousand One Hundred and Three only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.5% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Sanjay Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

**RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution."

6. Payment of commission on Profits of the Company to Mr. Navin Lodha, Whole Time Director of the Company for FY 24-25

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 section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Navin Lodha, Whole Time Director and promoter of the Company, of an amount not exceeding ₹54,79,310/- [Fifty Four Lakhs Seventy Nine Thousand Three Hundred Ten only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.1% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Navin Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

**RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution.

7. Payment of commission on Profits of the Company to Mr. Vivek Lodha, Whole Time Director of the Company for FY 24-25

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 section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Vivek Lodha, Whole Time Director and promoter of the Company, of an amount not exceeding ₹54,79,310/- [Fifty Four Lakhs Seventy Nine Thousand Three Hundred Ten only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.1% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Vivek Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

**RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution.

8. Payment of commission on Profits of the Company to Mr. Niraj Lodha, Whole Time Director of the Company for FY 24-25

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 section 197, 198 of the Companies Act, 2013 ("Act") read with rules made thereunder, any other applicable provisions of the Act, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval of the shareholders dated January 9, 2023 and based on the recommendation of the Nomination and Remuneration Committee, approval and recommendation by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission to Mr. Niraj Lodha, Whole Time Director and promoter of the Company, of an amount not exceeding ₹54,79,310/- [Fifty Four Lakhs Seventy Nine Thousand Three Hundred Ten only], based on the profits of the Company, for the financial year 2024-25, which taken together with the remuneration already paid to him for financial year 2024-25, represents only 1.1% of the net profit (calculated under section 198 of the Act) of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and are hereby accorded to make payment aforesaid commission which, taken together with remuneration already being paid to Mr. Niraj Lodha for financial year 2024-25 and, remuneration paid and proposed to be paid by way of commission to the whole time directors of the Company for financial year 2024-25, may exceed 5% of the net profit for the financial year 2024-25 computed in accordance with Section 198 of the Act.

**RESOLVED FURTHER THAT** the total managerial remuneration paid / payable to the whole time Director(s) of the Company taken together in financial year 2024-25 shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

**RESOLVED FURTHER THAT** Mr. Lohit Chhabra, Company Secretary be and is hereby authorised to do all such acts, deeds and things to give effect to the forgoing resolution.

9. Appointment of M/s P.C Jain & Co as the Secretarial Auditors of the Company

To consider and if thought fit, to pass, with or without modifications the following resolution as an **ordinary resolution**:

**RESOLVED THAT** pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular number SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s P.C Jain & Co., Company Secretaries (Firm registration no: P2016HR051300), a peer reviewed firm of Company Secretaries in Practice bearing Peer review certificate no. P2016HR051300, as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025- 26 till Financial Year 2029-30 at a remuneration of ₹1,30,000/- [Rupees One Lakh Thirty Thousand only] per annum plus applicable taxes and reimbursement of reasonable out-of-pocket expenses for the financial year 2025-26 and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof).

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the secretarial auditor for the balance period of the tenure.

**RESOLVED FURTHER THAT** The Board of Directors of the Company, (including its committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

By Order of the Board

Date: July 31, 2025  
Place: Faridabad, Haryana

**Lohit Chhabra**  
Company Secretary &  
Compliance Officer  
M.NO A36610

**NOTES:**

- a. Pursuant to General Circular Nos.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020 and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations'), 2015, the 26<sup>th</sup> Annual General Meeting ("AGM") of the Company is being held through VC / OAVM which does not require the physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Plot No. H-1, Block-H, Pocket No. 9, Faridabad Industrial Town, Sector-57, Faridabad, Haryana 121004 i.e. Registered Office of the Company.
- b. For the purpose of conducting AGM through VC/OVAM, the Company has entered into an agreement with MUFG Intime India Private Limited (previously known as Link Intime India Private Limited) for facilitating voting through electronic means, as the authorised e-voting agency. MUFG Intime India Private Limited will be providing facilities for voting through remote e-voting and e-voting during the AGM. The Company is providing a two-way teleconferencing facility for the ease of participation of the members.
- c. Since this AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act 2013 ('Act') and rules made thereunder, the Members who are body corporate(s) are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 26<sup>th</sup> AGM of the Company.
- d. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts in respect of the business under Item No. 4 to 9 set out above and relevant details in respect of the Director seeking re-appointment at this AGM, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), are annexed hereto. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is also provided in the said Statement
- e. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 30 minutes after such scheduled time.
- f. Members attending the AGM through VC / OAVM (including Members present through authorised representatives) shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- g. Institutional / Corporate Members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution, not later than 48 hours before the AGM, authorising their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting during AGM to the Scrutiniser by email through its registered email at [fcspcjain@gmail.com](mailto:fcspcjain@gmail.com) and Company's Registrar & Transfer Agent ("RTA"), MUFG Intime India Pvt. Ltd.(MIPL) at <https://instavote.linkintime.co.in> with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and Lohit Chhabra, Company Secretary at [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com).
- h. Once the vote is cast by the Member, the same shall not be allowed to be changed subsequently or cast again.
- i. The Register of Members and the Share Transfer Books of the Company will remain closed from August 23, 2025 to August 30, 2025 (both days inclusive).
- j. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
- k. Dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or before September 29, 2025, i.e. within 30 days from the date of 26<sup>th</sup> AGM, to those members whose names appear in the Register of Members at the close of the business hours on August 22, 2025 in respect of shares held by them in physical form and whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of the business hours on August 22, 2025 in respect of shares held by them in dematerialised form.
- l. For the purpose of receiving dividend, if declared at the AGM, Members who have furnished/updated their PAN, contact details, postal address with PIN, bank account along with specimen signature, choice of nomination with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company (R&T Agent) in case of the shares are held in physical form, shall be facilitated with electronic transfer of funds by the Company. In line with SEBI Master Circular for Registrars to an Issue and Share Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, in case of non-availability or non-updation of the aforesaid PAN, bank account details, the dividend shall be withheld and paid only upon furnishing / updation of the aforesaid details





- m. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
- n. In compliance with the MCA Circulars and SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Notice of the 26<sup>th</sup> AGM of the Company along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode (unless specifically requested for hard copies by the members) to those Members whose email addresses are registered with their respective Depository Participants ("DPs"), Company or Company's RTA.

Members may note that the Notice of the AGM and the Annual Report for the year 2024-25 will also be available on the Company's website at [www.netwebindia.com](http://www.netwebindia.com), and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The Company has also published a public notice by way of newspaper advertisement in Jansatta and Financial Express with the required details of 26<sup>th</sup> AGM, for information of Members. The said Notice is also available on the website of MUFG Intime India Private Limited (the Agency for providing the e-voting facility). A copy of the advertisement is also made available on the website of the Company and the Agency.

- o. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. For those Members whose email IDs were not available, a Public Notice with regard to the Company's Annual General Meeting was published on August 2, 2025 in Jansatta-Hindi edition, being the principal vernacular language of the district in which the registered office of the Company is situated, and Financial Express in English language, inter-alia providing requisite information and contact details for registering email IDs and queries on e-voting.
- p. All shares of the Company are being held by the shareholders in dematerialised form.
- q. All documents referred to in the accompanying Notice and statement setting out material facts will be available electronically for inspection for members on all working days between 10.00 a.m to 1.00 p.m upto Saturday

August 30, 2025 being the date of the AGM. Members seeking to inspect such documents can send an email at: [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com)

- r. During the AGM, the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the register of contracts or arrangements in which Directors are interested under section 189 of the Act, the Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendment thereof and the Memorandum and Articles of Association of the Company shall be available for inspection during the AGM. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM.
- s. Since the AGM will be held through VC / OAVM, the attendance slip and route map are not annexed to this Notice.
- t. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.sebi.gov.in/> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

- u. The Board has appointed Mr. P.C Jain, Membership No 4103, Certificate of Practice No 3349 as the scrutiniser to scrutinise the remote e-voting process and also the e-voting during the AGM in a fair and transparent manner. The scrutiniser shall, after the conclusion of e-voting at the 26<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutiniser's Report and submit his report to the Chairman or a person authorised by him in writing, within 2 working days or three days (whichever is less) from the conclusion of the meeting who shall countersign the same.
- v. The result declared along with the Scrutiniser's Report shall be placed on the Company's website <https://netwebindia.com/investors/corporategovernance.php> and on the website of the MUFG Intime India Private Limited ('MIPL') at <https://instavote.linkintime.co.in> immediately after declaration. The Company shall simultaneously forward the results to NSE and BSE, where the shares of the Company are listed. The results of the voting will also be displayed on the notice board of the Company at its registered office.
- w. A recorded transcript of the meeting shall be uploaded on the website of the Company <https://netwebindia.com/investors/corporategovernance.php> and the same shall also be maintained in the safe custody of the Company.
- x. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. MIPL in case shares are held in physical form.
- y. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed Form can be obtained from the Company's RTA i.e. MIPL. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to MIPL in case the shares are held in physical form.
- z. Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com), at least 3 working days in advance of the Meeting. The member must mention his name, demat account number/folio number, email id, mobile number with the query; so that the same will be replied by the Company suitably.

## REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

### Individual Shareholders holding securities in demat mode with NSDL

#### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

##### Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) 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.

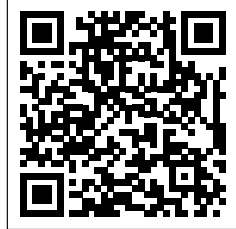
## OR

### Shareholders who have not registered for NSDL IDeAS facility:

- a) 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>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, 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.

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

### NSDL Mobile App is available on



### METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/ Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- 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 3 - 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.

### Individual Shareholders holding securities in demat mode with CDSL

#### METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- 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.

### OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- 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 - Individual Shareholders directly visiting the e-voting website of CDSL

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 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) After 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.

### 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.
- d) After 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 for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### Shareholders who have not registered for INSTAVOTE facility:

- b) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

#### A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### B. 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.

#### C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### D. 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 'D' above

\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- 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).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

### Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

- d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.



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.

### 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 organisation 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 <https://instavote.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:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
 

\*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.
  - E. 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 – Voting through remote e-voting

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." for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

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.

#### OR

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "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).

## 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.mufg.com](mailto:enotices@in.mpms.mufg.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 a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### 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 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.
- Click “**forgot password?**”
- Enter User ID, select Mode 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, Bank Account Number (last four digits) 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.

### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number 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
- Click “forgot password?”
- Enter User ID, Organisation 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.

- 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

- The remote e-voting period commences on Tuesday, August 26, 2025 at 9.00 a.m. and ends on Friday, August 29, 2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Friday, August 22, 2025 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- 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, August 22, 2025.
- 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 voting during the AGM.

- iv. Mr. P.C Jain, Founder, M/s P.C Jain & Co, Company Secretaries has been appointed as the Scrutiniser to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.
- v. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at [www.netwebindia.com](http://www.netwebindia.com) within 2 working days or three days (whichever is less) from the conclusion of the 26<sup>th</sup> AGM of the Company to be held on Saturday August 30, 2025.
- vi. The contact details for Registrar and Transfer Agent: MUFG Intime India Pvt. Ltd.,

Tel. No. : 022 4918 6270, E-mail : [rnt.hepldesk@in.mpms.mufig.com](mailto:rnt.hepldesk@in.mpms.mufig.com).

### Process and manner for attending the General Meeting through InstaMeet:

1. In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

**Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access InstaMeet facility.**

### **Login method for shareholders to attend the General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
  - Shareholders shall select check box - PAN and enter 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 by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

### **Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

## ANNEXURE TO THE NOTICE

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

#### Agenda Item No 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the re-appointment of M/s Sunny Chhabra & Co, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025 -26 at a remuneration of ₹80,000 per annum [Rupees Eighty Thousand only per annum] plus applicable taxes and reasonable out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board on the recommendation of the Audit Committee, has to be ratified by the members of the Company. Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration amounting to ₹80,000 plus applicable GST and out of pocket expenses incurred by them in connection with the aforesaid audit.

The Board of Directors recommend the resolution for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

#### Agenda Items No 5 to 8:

Pursuant to the approval of the members of the Company in their extra ordinary general meeting held on January 9, 2023, it was approved to make payment of commission to whole time directors based on the net profits of the Company for the respective financial year, as an integral part of the remuneration as per below approved limit which would be subject to the approval of the members in the Annual General Meeting of the concerned financial year.

Name of the Director	DIN	% Commission on profits
Mr. Navin Lodha	00461924	0.35%
Mr. Niraj Lodha	00746701	0.35%
Mr. Vivek Lodha	00461917	0.35%
Mr. Sanjay Lodha	00461913	0.60%
<b>Total</b>		<b>1.65%</b>

In the financial year 2024-25, the Company achieved significant milestones in revenue and profitability, reflecting strong operational performance and strategic execution. This exceptional growth would not have been possible without the relentless dedication and commitment of Mr. Sanjay Lodha, Mr. Navin Lodha, Mr. Vivek Lodha and

Mr. Niraj Lodha. Upon the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and the approval of the Board of Directors of the Company, ('Board') at their respective meetings held on May 03, 2025, the approval of shareholder is being sought for payment of Commission to whole time directors, as detailed in the table as part of the remuneration, for financial year 2024-25, which shall be payable only after the approval of the members of the Company in the Annual General Meeting.

Name of the Director	% of profit to be paid as commission	Amount to be paid as commission (In ₹)
Mr. Navin Lodha	0.35%	54,79,310
Mr. Niraj Lodha	0.35%	54,79,310
Mr. Vivek Lodha	0.35%	54,79,310
Mr. Sanjay Lodha	0.60%	93,93,103
<b>Total</b>	<b>1.65%</b>	<b>2,58,31,033</b>

Pursuant to the transaction being a related party transaction in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee in its meeting dated May 3, 2025 has also approved the payment of commission to the said directors.

As per Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the aggregate annual remuneration payable to such executive directors exceeds 5 per cent of the net profits of the listed entity.

For FY 24-25, after taking into account the aforesaid commission proposed to be paid to the Executive Directors/ Whole time directors, the aggregate annual remuneration payable to them may exceed 5 percent of its net profits for FY 24-25. Accordingly, the approval of the shareholders by way of special resolution is being sought.

The following Directors or their relatives are interested in the resolution, to the extent of their shareholding in the Company. None of the Key managerial personnel or their relatives are interested, financially or otherwise.

NAME OF THE DIRECTORS/ RELATIVES	% OF SHAREHOLDING (AS ON MARCH 31 <sup>ST</sup> , 2025)
Sanjay Lodha	28.30
Navin Lodha	14.15
Vivek Lodha	14.15
Niraj Lodha	14.15
Priti Lodha	0.001
Anuja Lodha	0.001
Sweta Lodha	0.001
Nisha Lodha	0.001



### Agenda Item no. 9

M/s P.C Jain & Co., Company Secretaries, a leading firm of practicing Company Secretaries have vast experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence, Compliance Audit etc. They were appointed as secretarial auditors of the Company for conducting Secretarial Audit for the financial year 2023-24 and 2024-25, however, in accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations") the same shall not be considered for calculating the tenure of Secretarial Auditor. In terms of Regulation 24A of LODR Regulations, the Company shall appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years each.

P.C Jain & Co is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 03, 2025, recommended their appointment as secretarial auditors of the Company, to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to the approval of the shareholders of the Company. They have given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India for undertaking audit

engagements. Furthermore, in terms of the amended LODR Regulations, M/S P.C Jain & Co has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The proposed remuneration to be paid for secretarial audit services for the financial year ending March 31, 2026, is 1,30,000 (Rupees One Lakh Thirty Thousand only) plus applicable taxes and reasonable out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from PC Jain & Co. under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution. The Board recommends the resolution set forth in item no. 9 for the approval of members.

## Notes on Director seeking appointment/re-appointment

**As required under regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standards on General Meetings, particulars of the Director who is to be re-appointed are given below:**

Name of the Director	Niraj Lodha
Brief resume of the director	
Director Identification Number	00746701
Date of Birth	February 14, 1977
Date of first appointment on the Board of Directors	April 13, 2015
Qualifications	Graduate in commerce
Experience including nature of expertise in specific functional areas	25 + Years of experience in Sales & Marketing areas
List of other Directorships including directorships in other listed entities	2 [Supermicro Computers (India) Private Limited & Tyrone Systems Private Limited]
Chairmanship/ Membership of Committees in other companies	Nil
Listed entities from which the director has resigned in the past three years	Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Navin Lodha, Brother
No. of shares held in the Company	80,16,125
No. of Board meetings attended during last Financial Year	4 (Four) out of 6
Details of Remuneration paid/ sought to be paid	Existing Salary and commission on the profits of the Company as approved by the member in the EGM held on January 9, 2023.
Remuneration last drawn by the director	Salary and commission as mentioned in the Report on Corporate Governance forming part of the Annual Report
Terms and conditions of appointment	Mr. Niraj Lodha was re-appointed as Whole-time Director of the Company for a period of 5 years w.e.f August 15, 2021, liable to retire by rotation. This appointment is being made in terms of section 152(6) of the Companies Act, 2013.
Nature of expertise in specific functional area	Sales & Marketing