

SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED
Plot No.5171, F2, Sathlokhar 9th Street, Ram Nagar North Extension,
Madipakkam, Chennai, Tamil Nadu, 600091
Email: cs@sathlokhar.com, Website: www.sathlokhar.com

Notice of Annual General Meeting

Notice is hereby given that the twelveth (12th) Annual General Meeting (“AGM”) of the members of Sathlokhar Synergys E&C Global Limited (“the Company”) will be held on Thursday, 25th day of September, 2025 at 11.30AM (IST) by way of Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Dinesh Sankaran (DIN: 07813738) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve revision in terms of remuneration of Mr. Gopalakrishnan Thiyagu (DIN 02755501) as Chairman & Managing Director & Chief Executive Officer of the Company and, in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT further to the resolution passed at the Extraordinary General Meeting (EGM) of the Company held on 29th March 2024 in respect of appointment of Mr. Gopalakrishnan Thiyagu (DIN 02755501) as Chairman & Managing Director and also as the Chief Executive Officer (CMD & CEO) of the Company and the remuneration payable thereof and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and the Board and subject to such other approvals, permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Gopalakrishnan Thiyagu (DIN 02755501) as Chairman & Managing Director & Chief Executive Officer with effect from September 01, 2025 for the remaining period of his present term of appointment i.e., up to 14th February 2027 as detailed below, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Gopalakrishnan Thiyagu within and in accordance with the Act or such other applicable provisions or any amendment thereto and agreed to between the Board of Directors and as may be acceptable to Mr. Gopalakrishnan Thiyagu

Remuneration

- I. Salary :- Salary of ₹ 19, 99, 959 per month.
- II. Annual Commission/ Performance linked remuneration: Up to 2% of the Net Profit of the Company computed in the manner laid down in Section 198 of the Act.

Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company



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Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.
2. All other terms and conditions as applicable to employees of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any Financial Year, Mr. Gopalakrishnan Thiyagu shall be entitled to such remuneration as specified above within the limits and in accordance with the provisions of Section II of Part-II of Schedule V of the Act, as amended, modified or re-enacted from time to time

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members and in accordance with the provisions of Act.

RESOLVED FURTHER THAT except the above, all other terms and conditions of appointment of Mr. Gopalakrishnan Thiyagu, as contained in the resolution passed by the shareholders of the Company at the EGM held on 29th March 2024 shall remain unchanged.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable to give effect to the above resolution”.

4. To approve revision in terms of remuneration of Mrs. Sangeethaa Thiyagu (DIN: 06531428) as Whole Time Director and Chief Operating Officer of the Company and, in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution: -

“**RESOLVED THAT** further to the resolution passed at the Extraordinary General Meeting (EGM) of the Company held on 29th March, 2024 in respect of appointment of Mrs. Sangeethaa Thiyagu (DIN: 06531428) as Whole Time Director and also as Chief Operating Officer of the Company and the remuneration payable thereof and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and the Board and subject to such other approvals, permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mrs. Thiyagu Sangeethaa (DIN: 06531428) as Whole Time Director and Chief Operating Officer with effect from September 01, 2025 for the remaining period of her present term of appointment up to 14th February 2027 as detailed below, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, with the other terms and conditions of her appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mrs. Sangeethaa Thiyagu within and in accordance with the Act or such other applicable provisions or any amendment thereto and agreed to between the Board of Directors and as may be acceptable to Mrs. Sangeethaa Thiyagu

Remuneration

- I. Salary :- Salary of ₹ 15, 99, 959 per month.
- II. Annual Commission/ Performance linked remuneration: Up to 2% of the Net Profit of the Company computed in the manner laid down in Section 198 of the Act.
- III. Perquisites, allowances and benefits:

Category A:

3. Medical Reimbursement for self and family as per the rules of the Company.
4. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.



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Category B:

- IV. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
- V. Encashment of leave as per the rules of the Company

Category C:

- 3. Car, telephone at residence and mobile phone for use on Company's business.
- 4. All other terms and conditions as applicable to employees of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any Financial Year, Mrs. Sangeethaa Thiyagu shall be entitled to such remuneration as specified above within the limits and in accordance with the provisions of Section II of Part-II of Schedule V of the Act, as amended, modified or re-enacted from time to time

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members and in accordance with the provisions of Act

RESOLVED FURTHER THAT except the above, all other terms and conditions of appointment of Mrs. Sangeethaa Thiyagu, as contained in the resolution passed by the shareholders of the Company at the EGM held on 29th March 2024 shall remain unchanged.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable to give effect to the above resolution".

- 5. To approve revision in terms of remuneration of Mr. Balasubramaniam Sivasubramanian (DIN:10332109) as Whole Time Director and Chief Technical Officer of the Company and, in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution: -

"RESOLVED THAT further to the resolution passed at the Extraordinary General Meeting (EGM) of the Company held on 29th March, 2024 in respect of appointment of Mr. Balasubramaniam Sivasubramanian (DIN:10332109) as Whole Time Director and also as Chief Technical Officer of the Company and the remuneration payable thereof and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and the Board and subject to such other approvals, permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Balasubramaniam Sivasubramanian (DIN:10332109) as Whole Time Director and Chief Technical Officer with effect from September 01, 2025 for the remaining period of his present term of appointment up to 14th February 2027 as detailed below, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Balasubramaniam Sivasubramanian within and in accordance with the Act or such other applicable provisions or any amendment thereto and agreed to between the Board of Directors and as may be acceptable to Mr. Balasubramaniam Sivasubramanian

Remuneration

- I. Salary :- Salary in the range of ₹ 1,50,000 to ₹ 3,00,000 per month.
- II. Perquisites, allowances and benefits:



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Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company

Category C:

5. Car, telephone at residence and mobile phone for use on Company's business.
6. All other terms and conditions as applicable to employees of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any Financial Year, Mr. Balasubramaniam Sivasubramanian shall be entitled to such remuneration as specified above within the limits and in accordance with the provisions of Section II of Part-II of Schedule V of the Act, as amended, modified or re-enacted from time to time

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members and in accordance with the provisions of Act.

RESOLVED FURTHER THAT except the above, all other terms and conditions of appointment of Mr. Balasubramaniam Sivasubramanian, as contained in the resolution passed by the shareholders of the Company at the EGM held on 29th March 2024 shall remain unchanged.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable to give effect to the above resolution”.

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026 and, in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Suthakhar Arumugam & Co., Cost Accountants, Chennai, having Firm Registration No: 001781, appointed by Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2025-26 amounting to Rs. 1.50 lakhs plus applicable taxes and reimbursement of out of-pocket expenses incurred by them in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.”



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7. To approve appointment of M/s Rabi Narayan & Associates, Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive years and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/ statutory provisions, if any, as amended from time to time, and as recommended by the Audit Committee and approved by the Board of Directors, M/s. Rabi Narayan & Associates, Company Secretaries (Firm Registration No. S2000TN667800) be and is hereby appointed as the Secretarial Auditor of the Company, for term of 5 (five) consecutive years with effect from April 01, 2025 until March 31, 2030, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company (“the Board”) and Secretarial Auditor

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

By Order of the Board of Directors
for Sathlokhar Synergys E&C Global Limited

Date: 28/08/ 2025
Place: Chennai

Anil Prasad Sahoo
Company Secretary & Compliance Officer
(Membership No. A22871)

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Notes:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 12th AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 and October 3, 2024 (‘SEBI Circulars’) and all other applicable circulars issued in this regard, has provide relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)

In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 12th AGM of the Company is being held through VC/OAVM on Thursday, 25th September 2025 at 11.30 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company, i.e., 9th Street, Ram Nagar North Extension, Madipakkam, Kanchipuram, Saidapet, Tamil Nadu, India, 600091.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, 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.
3. The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company’s website <https://www.sathlokhar.com/>
4. The Company has engaged the services of NSDL to provide VC facility and e-voting facility for the AGM.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No.3 to 7 is annexed hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, “(LODR Regulations or Listing Regulations)”. Secretarial Standards on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in Annexure A to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is annexed hereto.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutiniser at email ID info@csrabi.com with a copy marked to evoting@nsdl.co.in and to the Company at cs@sathlokhar.com authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.



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8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.sathlokhar.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE-EMERGE) at www.nseindia.com respectively and is also available on the website of NS--DL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, 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 without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 25th September 2025. Members seeking to inspect such documents can send an email to cs@sathlokhar.com.
11. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Thursday, 18th September, 2025 to cs@sathlokhar.com. The same will be replied by the Company suitably.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

For shares held in electronic form: to their Depository Participants ("DPs")

13. NOMINATION: Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022, 09/2023 dated September 25, 2023 and being 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 and October 3, 2024 ('SEBI Circulars') and the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Purva Shareregistry India Private Limited or the Depository Participant(s) as at closing business hours on Friday, 29th August, 2025. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.

15. SCRUTINISER FOR E-VOTING: Mr. Rabi Narayan Pal, Practicing Company Secretary (Membership No. FCS- 4993, CP No 3480), proprietor of M/s Rabi Narayan & Associates, Practicing Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
17. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than two working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website <https://www.sathlokhar.com/>.



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18. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Thursday, 25th day of September, 2025.
19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

20. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on Monday, 22nd September 2025 and will end at 05:00 P.M (IST) on Wednesday, 24th September, 2025. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by NSDL.
21. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from an unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
22. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's Registrars and Transfer Agents, Purva Share Registry (India) Private Limited in case the shares are held in physical form.
23. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.
24. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Thursday, 18th September, 2025. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
25. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., 18th September, 2025, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or cs@sathlokhar.com. However, if you are already registered with NSDL for remote



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e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following Toll-free no. 1800-222-990. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, the 22nd September 2025 at 09:00 A.M. and ends on Wednesday, 24th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 18th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 18th September 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are 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



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Type of shareholders	Login Method
	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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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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. 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Mr. Rabi Narayan Pal by e-mail to info@csrabi.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sathlokhar.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@sathlokhar.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the meeting shall be open 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time and will be available on first come first served basis.
6. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at cs@sathlokhar.com before 5.00 p.m. (IST) on Monday, 22nd September 2025. Such queries will be appropriately responded by the Company
7. Shareholders who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at cs@sathlokhar.com. Pre-registration should be done between Thursday, September 18th, 2025 (9:00 a.m. IST) and Monday, September 22nd 2025 (5:00 p.m. IST). The same will be replied by the company suitably.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”) AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying Notice.

Item No. 3,4 & 5

The members at the EGM of the Company held on 29th March, 2024, had approved the appointment of Mr. Gopalakrishnan Thiyagu as Chairman & Managing Director and also as the Chief Executive Officer (CMD & CEO) of the Company and the terms of remuneration payable to him for a for a period of Three (03) years with effect from 15 February 2024 to 14th February 2027 (both dates inclusive).

The members at the EGM of the Company held on 29th March, 2024 also approved the appointment of Mrs. Sangeethaa Thiyagu (DIN: 06531428) as Whole Time Director & Chief Operating Officer and Mr. Balasubramaniam Sivasubramanian (DIN:10332109) as Whole-time Director & Chief Technical Officer of the Company and the terms of remuneration payable to them for a for a period of Three (03) years with effect from 15 February 2024 to 14th February 2027 (both dates inclusive).

The members had, inter alia, approved a basic salary of up to a maximum of ₹15,59,543 per month payable to Mr. Gopalakrishnan Thiyagu, ₹9,75,999 per month payable to Mrs. Sangeethaa Thiyagu and ₹ 1,50,000 per month payable to Mr. Balasubramaniam Sivasubramanian and other perquisites with authority to the Board to fix the salary within the maximum limits prescribed under the Act.

Taking into account the dedicated and meritorious services and significant contribution to the overall growth of the Company made by the Managing Director and Whole-time Directors, the Board, at their meeting on August 28, 2025, based on the recommendation of the Nomination and Remuneration Committee, revised the salary of Mr. Gopalakrishnan Thiyagu, to ₹ 19,99,959 per month, Mrs. Sangeethaa Thiyagu to ₹ 15,99,959 per month and Mr. Balasubramaniam Sivasubramanian to ₹ 1,90,000 per month with effect from September 01, 2025. Approval of the members is being sought for the increase in the remuneration asproposed in the respective resolutions in respect of Mr. Gopalakrishnan Thiyagu, Mrs. Sangeethaa Thiyagu and Mr. Balasubramaniam Sivasubramanian.

All other terms and conditions relating to their appointment and remuneration as approved earlier by the members remain unchanged.

The information required under Part I and Section II, Part II of Schedule V of the Companies Act, 2013 forming part of explanatory statement of resolutions proposed under Item No.3,4 & 5.

I.	General Information				
1.	Nature of industry	The Company is engaged in the business of EPC contracts			
2.	Date of commencement of commercial production	The Company was incorporated on 13/09/2013 and already started its commercial operation (In Lakhs)			
3.	Financial performance based on given indicators	Financial Year	2024-25	2023-24	2022-23
		Revenue from Operations	39, 936.53	24, 697.37	8,710.91
		Profit before Tax	5,733.44	3,494.17	725.53
		Profit after Tax	4,276.70	2,612.82	539.56
4.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration			



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II. Information about the appointees				
1.	Name and Designation of the Director	Gopalakrishnan Thiyagu, DIN: 02755501, Chairman & Managing Director & Chief Executive Officer	Thiyagu Sangeethaa, DIN: 06531428, Whole time Director & Chief Operating Officer	Balasubramaniam Sivasubramanian, DIN: 10332109, Whole time Director & Chief Technical Officer
2.	Background Details	Holds Degree of Diploma in Electrical and Electronics Engineering and Diploma in Industrial Safety and Masters of Arts in Public Administration, Master of Business Administration and Doctor of Philosophy	Holds Degree of Bachelor of Engineering from Bharathidasan University. She has been associated with our company since its incorporation i.e., from the year 2013.	Holds a Post Graduate Diploma in Construction Management from National Institute of Construction Management and Research, Pune. Maharashtra. He has over 35 years of experience in the civil industry.
3.	Past remuneration past 3 years	FY 22/23: NA	FY 22/23: Rs. 1,17,11,988	FY 22/23: NA
		FY 23/24: Rs. 31,26,286	FY 23/24: Rs. 1,21,48,787	FY 23/24: Rs. 3,00,000
		FY 24/25: Rs. 1,96,50,242	FY 24/25: Rs. 1,22,97,587	FY 24/25: Rs. 21,06,000
4	Recognition or awards	Received Mahatma Gandhi Samman Award by NRI Welfare Society of India in the year 2018.		
5	Job profile and suitability	His role is to ensuring smooth business processes, timely completion of work and to ensures financial integrity and regulatory compliance.	Experience in Project Management and in construction industry. Her role is to design and implement business strategies, plans and procedure and contribute to overall growth and expansion of the company.	He has been associated with our company since October 2017. His role in the company is to operate day to day affairs of the company to ensure a smooth process. Additionally, reviewing progress, safety, and quality at construction sites with clients and coordinators which crucial for timely project completion and budget adherence.
6	Remuneration proposed	Details of proposed remuneration is presented in the respective Resolution.	Details of proposed remuneration is presented in the respective Resolution.	Details of proposed remuneration is presented in the respective Resolution.
7.	Comparative remuneration with respect to industry, size of company, profile of the position and person	The current remuneration being paid to the Managing Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies comparable size in the industry in which the Company operates.	The current remuneration being paid is equal or lower than the remuneration being paid by the companies comparable size in the industry in which the Company operates.	The current remuneration being paid is equal or lower than the remuneration being paid by the companies comparable size in the industry in which the Company operates.



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II. Information about the appointees				
8.	Pecuniary Relationship with the Company and Other Managerial Person in the Company	Besides the remuneration proposed, he also holds 63,788 equity shares of the Company. Spouse of Mrs. Thiyagu Sangeethaa and brother in law of Mr. Dinesh Sankaran.	Besides the remuneration proposed, she also holds 1,41,11,116 equity shares of the Company. Spouse of Mr. Gopalakrishnan Thiyagu and sister of Mr. Dinesh Sankaran	Besides the remuneration proposed, He does not have any other pecuniary relationship with the company No Relation with any Director.
III. Other information				
1.	Reasons of loss or inadequate profits	At present the Company has adequate profit for paying the proposed remuneration to the managerial personnel. However, considering that term of appointment span over period of more than one year, approval of the shareholders is sought to pay the remuneration as proposed under Section II of Part II of Schedule V of the Act in the event of loss or inadequacy of profit		
2.	Steps taken or proposed to be taken for improvement	Please refer point 1 above		
3.	Expected increase in productivity and profits in measurable term₹	Please refer point 1 above		

Mr. Gopalakrishnan Thiyagu and Mrs. Sangeethaa Thiyagu being related to each other as husband and wife are deemed interested in Resolution proposed under Item No. 03 and Item No. 04 of the Notice related to revision in their remuneration. Mr. Dinesh Sankaran, Director being related to Ms. Sangeetha Thiyagu is deemed interested in resolution No.4 related to revision in remuneration of Ms. Sangeetha. Mr. Balasubramaniam Sivasubramanian is deemed interested in Resolution proposed under Item No. 05 being related to revision in his remuneration. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions proposed under Item No. 03, 04 & 05 of the Notice. The Board recommends the Resolution set out under Item No. 03, 04 & 05 of the Notice for approval by the members.

Item No. 6

The Board of Directors of the Company ("the Board") on the recommendation of Audit Committee, has approved the appointment and remuneration of M/s Suthakhar Arumugam & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year 2025-26.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the members of the Company are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2025-26 as set out in the resolution.

None of the Promoters, Directors and Key Managerial Personnel of the Company (including their relatives) are in any way, whether financially or otherwise, concerned or interested in the said resolution.

Accordingly, based on the recommendation of the Audit Committee, the Board recommends the resolution as set out in item no. 6 of the Notice for approval by the members as an Ordinary Resolution.

Item No.7

In terms of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is obligated to appoint a Secretarial Auditor to conduct a secretarial audit and annex the report in Form MR-3 with its Board's Report. Further SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended effective from 1st April 2025) under Regulation 24A mandates every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial



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Auditor on the basis of recommendation of the board of directors for fixed term of five consecutive years. SME-listed entities are presently exempted from compliance with Regulation 24A, however the Board of the Company has decided to voluntarily comply with the provisions under Regulation 24A related to appointment of secretarial auditors

Accordingly, the Audit Committee and the Board of Directors at their respective meetings held on May 09, 2025 have approved subject to approval of Members, appointment of M/s. Rabi Narayan & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2000TN667800) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030. Credentials of the Secretarial Auditor:

Mr. Rabi Narayan Pal is the founder of M/s. Rabi Narayan & Associates (Firm Registration Number: S2000TN667800), a Secretarial Audit Firm, established in the year 2000, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws, Trade Mark, FEMA & IBC, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

Over the years, M/s. Rabi Narayan & Associates has built a diverse client base and has served over 150 Corporate clients. Its clientele spans across corporates in the Private Sector, public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. Rabi Narayan & Associates has been the Secretarial Auditors of the Company for the FY 2024-25 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

M/s. Rabi Narayan & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

5(Five) consecutive years commencing from April 1, 2025 up to March 31, 2030.

b) Remuneration:

Rs 1,00,000/- (Rupees One Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors with consultation with Secretarial Auditor.

c) Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval as set out in item no 7 of the Notice of Members as an Ordinary Resolution. taking into account the eligibility of the firm, qualification, experience and independent assessment 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 or Key Managerial Personnel (KMPs) of the Company and/or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.



Annexure-A

Details of Directors seeking re-appointment at the AGM [Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

For Item No 3

Categories	Details
Name of Director	Mr. Dinesh Sankaran
Director Identification Number(DIN)	07813738
Date of Birth/Age	06.01.1976(49 years)
Qualification	Degree in Bachelor of Arts
Date of first appointment in the Board	06/05/2017
Brief Resume, Experience and Expertise	More than 24 years of experience in the IT industry, he specializes in Robotics Process Automation, Conversational Chatbots, Cloud Platforms, Computer Vision/OCR, and other areas.
Terms & Conditions of reappointment	Re-appointment of director retiring by rotation, pursuant to Section 152 of the Companies Act, 2013.
Remuneration last drawn (FY 24-25)	No remuneration except sitting fees
Number of Board meeting attended during the year	6 out of 6
Disclosure of relationship with other directors/ KMP	Brother of Mrs. Thiyagu Sangeethaa and brother in law of Mr. G Thiyagu
Shareholding of Directors including shareholding as beneficial owner	Nil
List of Directorship in other companies as on 31 March, 2025	Nil
List of Membership/ Chairmanship of Committees of other companies as on 31 March 2025	Nil
Name of Listed Companies from which the Director has resigned in last three years	Nil

