

27th ANNUAL GENERAL MEETING DATA PATTERNS (INDIA) LIMITED

REGISTERED OFFICE: PLOT NO. H9, FOURTH MAIN ROAD, SIPCOT IT PARK, SIRUSERI,
OFF RAJIV GANDHI SALAI (OMR), CHENNAI- 603 103

CIN: L72200TN1998PLC061236; **website:** www.datapatternsindia.com;

Email: investorgrievance@datapatterns.co.in; **Phone:**+91 44 4741 4000

NOTICE

Notice is hereby given that the 27th Annual General Meeting ("AGM") of Data Patterns (India) Limited ("the Company") will be held on Friday, August 08, 2025 at 11:00 am IST through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the in-person presence of shareholders, as mentioned in the notes to this Notice, to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements along with the Reports of the Board of Directors and Auditors thereon

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon.

Item No. 2: Declaration of Final Dividend Financial year 2024-25

To declare a Final Dividend of Rs. 7.90 per equity share of Rs. 2/- each for the Financial Year 2024-25.

Item No. 3: Re-appointment of Ms. Rekha Murthy Rangarajan (DIN: 00647472)

To re-appoint Ms. Rekha Murthy Rangarajan (DIN: 00647472), Whole-time Director, who retires by rotation and being eligible, offers herself for reappointment as a Director.

SPECIAL BUSINESS

Item No. 4: Reappointment of Mr. Srinivasagopalan Rangarajan (DIN: 00643456) as Chairman and Managing Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules made thereunder and the applicable provisions

of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded for re-appointment of Mr. Srinivasagopalan Rangarajan (DIN:00643456) as the Chairman and Managing Director of the Company, not liable to retire by rotation, for a further term of five consequent years, upon the following terms and conditions as recommended by Nomination and Remuneration Committee and approved by Board of Directors including period, remuneration with further liberty to Board of Directors of the Company to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Mr. Srinivasagopalan Rangarajan.

a. Period

Five (5) years w.e.f September 14, 2025 till September 13, 2030.

b. Remuneration

Monthly Emoluments:

- Salary as recommended by Nomination and Remuneration Committee and approved by Board of Directors on a yearly basis. For the year 2025-26, the salary for Mr. Srinivasagopalan Rangarajan will be Rs. 1,22,20,000/- (Rupees One Crore Twenty-Two Lakhs Twenty Thousand Only) per annum Cost to Company. Salary for subsequent years will be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. Such salary will be as per the salary structure applicable to the Senior Management Staff of the Company.
- Chaffer driven car / Car facility
- Providing Security Guard at the residence and payment of Electricity Charges.

Annual Emoluments:

Performance Variable Pay, as and when introduced by the Company, as decided by the Nomination and Remuneration Committee subject to the approval of the Board.

Leave Travel Allowance up to a ceiling of Rs. 10,00,000 (Rupees Ten Lakhs only) Per annum subject to the NRC and Board approval.

Commission: Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Managing Director will be based on performance as evaluated by the Nomination and Remuneration Committee or the Board and will be payable annually.

Incentive Remuneration: In case where the net profits of the Company are inadequate for payment of profit-linked commission in any financial year, incentive remuneration may be paid upto an amount not exceeding 200% of Salary paid at the discretion of the Board and subject to further approvals as may be required. This incentive remuneration would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

An indicative list of factors that may be considered for determining the extent of commission/incentive remuneration, by the Board which will be payable annually after the Annual Accounts have been approved, are:

- i. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- ii. Industry benchmarks of remuneration.
- iii. Performance of the individual.

Other Benefits:

- i. Long-term Incentive Policy (including any other incentive policy, scheme, that the Company/ Committee may propose for the Executive Directors and/or Senior Executives of the Company) as per the plan applicable to Executive Directors and/or Senior Executives of the Company as may be decided by the Board (this is in addition to the performance variable pay).

- ii. Provident Fund and Gratuity as per Company Rules.
- iii. Medical Insurance Coverage in India under the Company's Group Mediclaim Insurance as applicable to employees of the Company, from time to time, for Mr. Srinivasagopalan Rangarajan and his spouse, subject to a maximum coverage of Rs. 25,00,000/- per annum for entire family.
- iv. Personal Accidental Insurance Coverage for the employee under the Company's Group Personal Accidental Insurance Scheme as applicable to employees of the Company, from time to time, subject to a coverage of maximum of Rs. 50,00,000/- per annum.
- v. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company, from time to time.
- vi. Privilege leave, Casual and Sick leave as per the applicable rules/policy of the Company, from time to time.
- vii. The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire Term, subject to the terms of such policy in force from time to time.
- viii. Communication expenses such as Mobile Bill, Telephone Bill and Broadband bill will be borne/ reimbursed by the Company as per the applicable rules/policy of the Company, from time to time.
- ix. the club membership fees incurred by the Managing Director in or about the business of the company.
- x. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/ or which may become applicable in the future and / or any other allowance, perquisites as the Board/ Nomination and Remuneration Committee may from time to time decide.
- xi. Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- xii. This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.

General:

- i. In the event of absence or inadequacy of profits in any financial year, Mr. Srinivasagopalan Rangarajan,

shall be entitled to such remuneration as may be determined by the Board, which shall not, except with approval of the shareholders by passing special resolution, exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder or any statutory modifications or re-enactment thereof.

- ii. The aggregate remuneration (including salary, allowances, perquisites, incentive/commission and other benefits) for any one managing director; or whole-time director or manager for any financial year shall be subject to an overall ceiling of 5% of the net profits of the company for that financial year computed and where there is more than one such director, remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together in the manner prescribed under the Companies Act, 2013.
- iii. Perquisites shall be valued in terms of income tax or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including residence) shall not be reckoned as a perquisite.
- iv. Mr. Srinivasagopalan Rangarajan will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof.
- v. Mr. Srinivasagopalan Rangarajan will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the aggregate salary, perquisites, bonus, benefits, allowances and other payments shall continue to be paid as minimum remuneration to Mr. Srinivasagopalan Rangarajan in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to necessary approvals, if required in case of the loss or inadequacy of profit during the year.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for the reappointment of Mr. Srinivasagopalan Rangarajan as a Chairman and Managing Director of the Company as recommended by Nomination and Remuneration Committee and approved by Board of Director for continuation of his Directorship beyond the age of Seventy (70) years, pursuant to provisions of Section 196(3)(a) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized by and on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.

Item No. 5: Reappointment of Ms. Rekha Murthy Rangarajan (DIN: 00647472) as a Whole-time Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded for re-appointment of Ms. Rekha Murthy Rangarajan (DIN:00647472) as the Whole-time Director, liable to retire by rotation, for a further term of five consequent years, upon the following terms and conditions as recommended by Nomination and Remuneration Committee and approved by Board of Directors including period, remuneration with further liberty to Board of Directors of the Company from time to time to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and of Ms. Rekha Murthy Rangarajan.

a. Period

Five (5) years w.e.f September 14, 2025 till September 13, 2030.

b. Remuneration

Monthly Emoluments:

- i. Salary as recommended by Nomination and Remuneration Committee and approved by Board of Directors on a yearly basis. For the year 2025-26, the salary for Ms. Rekha Murthy Rangarajan will be Rs. 87,98,000/- (Rupees Eighty-Seven Lakhs Ninety-Eight Thousand Only) per annum Cost to Company. Salary for subsequent years will be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. Such salary will be as per the salary structure applicable to the Senior Management Staff of the Company.
- ii. Chaffer driven car / Car facility
- iii. Providing Security Guard at the residence and payment of Electricity Charges.

Annual Emoluments:

Performance Variable Pay, as and when introduced by the Company, as decided by the Nomination and Remuneration Committee subject to the approval of the Board.

Leave Travel Allowance up to a ceiling of Rs. 10,00,000 (Rupees Ten Lakhs only) Per annum subject to the NRC and Board approval.

Commission: Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Whole-time Director will be based on performance as evaluated by the Nomination and Remuneration Committee or the Board and will be payable annually.

Incentive Remuneration: In case where the net profits of the Company are inadequate for payment of profit-linked commission in any financial year, incentive remuneration may be paid upto an amount not exceeding 200% of Salary paid at the discretion of the Board and subject to further approvals as may be required. This incentive remuneration would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

An indicative list of factors that may be considered for determining the extent of commission/incentive remuneration, by the Board which will be payable annually after the Annual Accounts have been approved, are:

- i. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- ii. Industry benchmarks of remuneration.
- iii. Performance of the individual.

Other Benefits:

- i. Long-term Incentive Policy (including any other incentive policy, scheme, that the Company/ Committee may propose for the Executive Directors and/or Senior Executives of the Company) as per the plan applicable to Executive Directors and/or Senior Executives of the Company as may be decided by the Board (this is in addition to the performance variable pay).
- ii. Provident Fund and Gratuity as per Company Rules.

- iii. Medical Insurance Coverage in India under the Company's Group Mediclaim Insurance as applicable to employees of the Company, from time to time, for Ms. Rekha Murthy Rangarajan and her spouse, subject to a maximum coverage of Rs. 25,00,000/- per annum for entire family.
- iv. Personal Accidental Insurance Coverage for the employee under the Company's Group Personal Accidental Insurance Scheme as applicable to employees of the Company, from time to time, subject to a coverage of maximum of Rs. 50,00,000/- per annum.
- v. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company, from time to time.
- vi. Privilege leave, Casual and Sick leave as per the applicable rules/policy of the Company, from time to time.
- vii. The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire Term, subject to the terms of such policy in force from time to time.
- viii. Communication expenses such as Mobile Bill, Telephone Bill and Broadband bill will be borne/ reimbursed by the Company as per the applicable rules/policy of the Company, from time to time.
- ix. the club membership fees incurred by the Whole-time Director in or about the business of the company
- x. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/ or which may become applicable in the future and / or any other allowance, perquisites as the Board/ Committee may from time to time decide.
- xi. Subject to as aforesaid, the Whole-Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- xii. This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.

General:

- i. In the event of absence or inadequacy of profits in any financial year, Ms. Rekha Murthy Rangarajan, shall be entitled to such remuneration as may be determined

by the Board, which shall not, except with the approval of the shareholders by passing special resolution, exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder or any statutory modifications or re-enactment thereof.

- ii. The aggregate remuneration (including salary, allowances, perquisites, incentive/commission and other benefits) for any one managing director; or whole-time director or manager for any financial year shall be subject to an overall ceiling of 5% of the net profits of the company for that financial year computed and where there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together in the manner prescribed under the Companies Act, 2013.
- iii. Perquisites shall be valued in terms of income tax or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including residence) shall not be reckoned as a perquisite.
- iv. Ms. Rekha Murthy Rangarajan will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof.
- v. Ms. Rekha Murthy Rangarajan will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the aggregate salary, perquisites, bonus, benefits, allowances and other payments shall continue to be paid as minimum remuneration to Ms. Rekha Murthy Rangarajan in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to the necessary approvals, if required in case of the loss or inadequacy of profit during the year.

RESOLVED FURTHER THAT the Board and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized by and on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.

Item No. 6: Ratification of Cost Auditor's Remuneration.

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

RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, 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), the payment of remuneration of INR 85,000/- (Rupees Eighty-Five Thousand Only) plus out-of-pocket expenses and applicable taxes thereon, to CMA G Sundaresan, Cost Accountant (Membership No. 11733) for the financial year 2024-25 which was approved by the Board of Directors, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized by and on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, desirable and 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.

Item No. 7: Appointment of Secretarial Auditor of Company

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

RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s. Alagar & Associates LLP, Practicing Company Secretary be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized by and on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, desirable and 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
For **Data Patterns (India) Limited**

Place : Chennai
Date : May 17, 2025

Srinivasagopalan Rangarajan
Chairman and Managing Director
DIN: 00643456

Notes:

The explanatory statement pursuant to Section 102(1) of the Act with respect to the special business as set out in the Notice is annexed hereto. Also, necessary explanatory statement in accordance with Regulation 36(5) of SEBI Listing Regulations as required for the respective items of the Notice is also annexed hereto.

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide their circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 (collectively referred to as "SEBI Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below in this AGM notice.
2. Since the ensuing AGM is being held through VC/OAVM physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/OAVM, the Route Map is also not annexed in this Notice.
3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/ re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as part of this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to mds@mdsassociates.in with a copy marked to the Company at investorgrievance@datapatterns.co.in and to its RTA at enotices@in.mpms.mufig.com
6. The Register of Members and share transfer books of the Company will remain closed from Saturday, August 02, 2025 to Friday, August 08, 2025 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Board of Directors have recommended final dividend of Rs.7.90 per equity share of Rs.2/- each for the financial year ended March 31, 2025. The Dividend as recommended by the Board of Directors, if declared at the AGM will be paid, subject to Tax Deduction at Source, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday, August 01, 2025.
9. Members are advised to utilize the National Electronic Clearing System ("NECS") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to submit the ECS mandate duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the RTA.
10. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form,

except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from April 01, 2019.

Members may please also 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 dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate the risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard. Further, SEBI vide its circular dated November 03, 2021 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before October 01, 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed only upon receipt of requisite KYC details to the bank account of the shareholder electronically.

Further, SEBI vide its circular dated November 03, 2021 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked will be frozen by the RTA. The securities which will be frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Members are requested to submit the

required documents through online by clicking on the following link <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before Friday, August 01, 2025.

12. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement, or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
13. Members holding shares in electronic form may please note that as per the regulations of SEBI, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants and furnish particulars of any changes desired by them.
14.
 - a) Members are requested to notify immediately any change of address to their Depository Participants ("DPs") in respect of the shares held in electronic form,
 - b) In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
15. In the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other reasons whatsoever, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such member, as soon as possible.
16. A member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 2 working days before the meeting. The same will be replied by the Company suitably.

17. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individual(s) holding shares in the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
18. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM inter-alia, indicating the process and manner of electronic voting ("e-voting") along with the Annual Report 2024-25 is **being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories** unless any member has requested for a hard copy of the same. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <http://www.datapatternsindia.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited (RTA) at <https://instavote.linkintime.co.in/>. Members can attend and participate in the Annual General Meeting through VC/ OAVM facility only. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 27th AGM of the Company, may send request to the Company's email address at investorgrievance@datapatterns.co.in mentioning DP ID and Client ID.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. 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 the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
21. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
22. Annual financial statements and related details are posted on the Company's website and also kept for inspection at the Registered Office of the Company. A copy of the same will be provided to the members on request.
23. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection. Members seeking to inspect such registers can send their request to investorgrievance@datapatterns.co.in.
24. Mr. M.D. Selvaraj, M/s. MDS & Associates, Company Secretary in Practice, PCS Membership No. FCS-960, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-Voting at the 27th AGM, first download the votes cast at the 27th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
25. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.datapatternsindia.com and on the website of MUFG Intime India Pvt Ltd (formerly known as Link Intime India Pvt Ltd), immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.
26. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of

India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 27th AGM and facility for those members participating in the 27th AGM to cast vote through e-Voting system during the 27th AGM. For this purpose, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) will be providing facility for voting through remote e-Voting, for participation in the 27th AGM through VC/OAVM facility and e-Voting during the 27th AGM.

Members may join the 27th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 10:30 A.M. (IST) i.e. 30 minutes before the time scheduled to start the 27th AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 27th AGM.

The remote e-Voting period will commence from Tuesday, August 05, 2025 (9:00 A.M. IST) and end on Thursday, August 07, 2025 (5:00 P.M. IST). During this period, members of the Company, holding shares as on the cut-off date i.e., Friday, August 01, 2025, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions to e-voting, as given below, explains the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Friday, August 01, 2025, may refer to this Notice of the AGM, posted on Company's website <http://www.datapatternsindia.com> for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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.

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.

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.
- 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 "Link InTime/ 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 "Link InTime / 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".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on "Link InTime / 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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on "Link InTime / 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 Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

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 organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on **"Investor Mapping"** tab under the Menu Section

- c) Map the Investor with the following details:

- A. 'Investor ID' –
- NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - Click on **"Votes Entry"** tab under the Menu section.
 - 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".
- Enter **"16-digit Demat Account No."** for which you want to cast vote.
 - Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - After selecting the desired option i.e. Favour / Against, click on 'Submit'.

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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select **"View"** icon for **"Company's Name / Event number"**.
- E-voting page will appear.
- Download sample vote file from **"Download Sample Vote File"** tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- 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).

HELPPDESK:

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 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 evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

(!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

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

- 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".

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

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 30 September 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:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on **"Login"**.
- Select the "Company" and 'Event Date' and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide **Folio Number**.

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. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) 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:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- 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.
- 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:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 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
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

- 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'.
- 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 or contact on: -
Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 4

Mr. Srinivasagopalan Rangarajan, is the Chairman and Managing Director of our Company. He has been associated with our Company since its incorporation. He holds a Bachelor's Degree of Technology in Chemical Engineering from the A.C. College of Technology, University of Madras and a Master's Degree in Science from the Indian Institute of Technology, Madras. He has been the recipient of many awards including the Project Leader Award by the Project Management Association (PMA) in 2018, Silver Sticon 2019 by Raja Muthiah Mandram, Madurai as well as the Professional Excellence Award at the Corporate Governance Summit conducted by the Institute of Directors, Tamil Nadu region in 2019.

With over three decades of experience in business development, corporate affairs, finance and marketing, Mr. Srinivasagopalan Rangarajan has played a pivotal role in steering the company towards growth and innovation. His leadership has been instrumental in establishing the Company as a significant player in the Defence and Aerospace industry.

Given his extensive experience, strategic vision, and unwavering commitment to the Company's success, it is recommended that Mr. Srinivasagopalan Rangarajan be re-appointed as the Chairman and Managing Director of the Company for further tenure of five consequent years.

The tenure of Mr. Srinivasagopalan Rangarajan, Chairman and Managing Director, who was appointed on September 14, 2020 for five consequent years, is set to expire on September 13, 2025.

Mr. Srinivasagopalan Rangarajan, Chairman and Managing Director, whose current term of 5 years is set to expire in September 13, 2025, is proposed to be re-appointed for further term of five consequent years, subject to the approval of the Shareholders in accordance with the provisions of section 196, 197, 198 and 203 of Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, it is to be noted that Mr. Srinivasagopalan Rangarajan, Chairman and Managing Director will attain 70 years of age during the third year of his proposed tenure. As per Section 196(3)(a) of Companies Act, 2013, a person who has attained the age of 70 years of age may be re-

appointed to such position by passing a special resolution, with justification for such appointment provided in the explanatory statement to the notice of general meeting.

Based on the recommendations of the Nomination and Remuneration Committee at their Meeting held on May 16, 2025, the Board has, vide resolution passed on May 17, 2025, re-appointed Mr. Srinivasagopalan Rangarajan as the Chairman and Managing Director of the Company for a period of five consequent years commencing from September 14, 2025 upto September 13, 2030, subject to approval of the Members.

The principal terms and conditions of reappointment of Mr. Srinivasagopalan Rangarajan, as the Chairman and Managing Director are stated in the Resolution No.4.

Accordingly, the Board of Directors recommends passing of the resolutions as set out under Item No. 4 of the accompanying notice for approval of the members as Special Resolution.

Except Ms. Rekha Murthy Rangarajan, 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.

Item No. 5

Ms. Rekha Murthy Rangarajan, was appointed as the Whole-time Director of the Company on September 14, 2020, for a tenure of five consequent years. She has been associated with our Company since its incorporation. She holds a Bachelor's Degree of Arts in Economics, English and Psychology from the Bangalore University as well as a Master's Degree of Arts in Applied Psychology from Madras University. She has over two decades of experience in administration, facility maintenance, human resource and development, process engineering and special projects. She has previously been associated with Sterling Computers Limited. She was awarded the Mercedes Benz Ritz Woman of Merit Award in 2015 and the Dr KCG Verghese Excellence Award by the Hindustan Group of Institutions in 2017. Given her longstanding association with the company, comprehensive experience, invaluable contributions and proven leadership, her re-appointment as Whole-time Director will continue to benefit the Company's growth and operational excellence.

The tenure of Ms. Rekha Murthy Rangarajan, Whole-time Director, who was appointed on September 14, 2020, for five consequent years, is set to expire on September 13, 2025.

Ms. Rekha Murthy Rangarajan, Whole-time Director, who is liable to retire by rotation under section 152(6) of Companies Act, 2013 this year and offered herself for re-appointment and also, whose current term of 5 years is set to expire in September 13, 2025, is proposed to be re-appointed for further term of five consequent years, subject to the approval of the Shareholders in accordance with the provisions of section 196, 197, 198 and 203 of Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendations of the Nomination and Remuneration Committee at their Meeting held on May 16, 2025, the Board has, vide resolution passed on

May 17, 2025, re-appointed Ms. Rekha Murthy Rangarajan as the Whole-time Director of the Company for a period of five (5) consequent years commencing from September 14, 2025 upto September 13, 2030, subject to approval of the Members.

The principal terms and conditions of reappointment of Ms. Rekha Murthy Rangarajan, as the Whole-time Director are stated in Resolution No.5.

Accordingly, the Board of Directors recommends passing of the resolutions as set out under Item No. 5 of the accompanying notice for approval of the members as Special Resolution.

Except Mr. Srinivasagopalan Rangarajan, 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.

Additional information of Directors seeking appointment / re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015) and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Name of the Director	Srinivasagopalan Rangarajan	Rekha Murthy Rangarajan
DIN	00643452	00647472
Age	67 Years	60 Years
Qualifications	<ul style="list-style-type: none"> • Bachelor's Degree of Technology in Chemical Engineering from the A.C. College of Technology, University of Madras • Master's Degree in Science from the Indian Institute of Technology, Madras 	<ul style="list-style-type: none"> • Bachelor's Degree of Arts in Economics, English and Psychology from the Bangalore University • Master's Degree of Arts in Applied Psychology
Nature of expertise in specific functional areas	Strategy, Finance, Leadership, Technical and Government/Regulatory expertise for the Business of the Company.	Strategy, Finance, Leadership, HR, Governance and Government/Regulatory expertise for the Business of the Company.
Disclosure of relationship between directors, Manager and other KMP of the Company	Spouse of Ms. Rekha Murthy Rangarajan, Whole-time Director	Spouse of Mr. Srinivasagopalan Rangarajan, Chairman and Managing Director
Names of listed entities in which the person also holds the directorship and the membership of committees of the Board	None	None

listed entities from which the person has resigned in the past three years:	Nil	Nil
Shareholding in the company as on March 31, 2025	As a promoter, Mr. Srinivasagopalan Rangarajan holds 1,27,65,315 Equity Shares of the Company	As a promoter, Ms. Rekha Murthy Rangarajan holds 1,06,49,948 Equity Shares of the Company
Key terms and Conditions of appointment	As stated in the Resolution	As stated in the Resolution
Date of first appointment to the Board, last drawn remuneration and number of Board Meetings attended	Mr. Srinivasagopalan Rangarajan was first appointed to the Board on November 11, 1998. The details of remuneration drawn and number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2024-25.	Ms. Rekha Murthy Rangarajan was first appointed to the Board on November 11, 1998. The details of remuneration drawn and number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2024-25.

Not debarred from holding office by order of SEBI or any authority

Item No. 6

Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ("the Act"), the remuneration payable to the Cost Auditors of the Company as approved the Board of Directors (including Committees thereof), has to be ratified by the Shareholders at the General Meeting.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the remuneration of Cost Auditor of the Company, CMA G Sundaresan, Cost Accountant, (Membership No. 11733) for the financial year 2024-25 at a fee of Rs. 85,000/- (Rupees Eighty-Five Thousand Only) plus out of pocket expenses and applicable taxes thereon.

Accordingly, as recommended by the Board of Directors, the consent of the members is sought for passing an ordinary resolution as set out in Item No. 6 of the notice for ratification of remuneration paid/payable to the Cost Auditors for conducting the cost audit of the Company for the financial year 2024-25.

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.

Item. 7

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment

and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, the Secretarial Auditor needs to be appointed for a period of Five consecutive years.

The Board of Directors at its meeting held on May 17, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. Alagar & Associates LLP, Practicing Company Secretary, as the Secretarial Auditors of the Company on payment of such remuneration as may be mutually agreed upon between the Board of Director and the Secretarial Auditors, from time to time. The proposed appointment of the secretarial auditors is for a period of five consecutive years, if made, will be within the limits of the various provisions of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Secretarial Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Approval of the members is required for appointment of the Secretarial Auditors and fixing their remuneration by means of an ordinary resolution.

M/s. Alagar & Associates LLP (Formerly known as M Alagar & Associates), peer reviewed firm of Company Secretaries bearing Unique Identification No. L2025TN019200 and

peer reviewed firm bearing Certificate No. 6814/2025. The firm has experience of more than 15 years in Secretarial Audit Services and provide audit services to the clients in Technology, Healthcare, Manufacturing, Financial Services, Shared Services space. The firm consists of four full time partners and 35 members team. Each of the partners and senior team members having vast experience and exposure in their specialized areas in Corporate Laws such as Companies Act, FEMA Inbound and Outbound Investments, Foreign Trade Policy & Practices and SEBI Regulations with specific reference to SEBI LODR Disclosure, IPO, Takeover, Insider Trading, Buy Back of securities, SEBI Open Offer, ESOP and Due Diligence.

The Board of Directors propose to pay a fee of Rs. 3,35,000/- (Including certifications) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit for the financial year 2025-26 to the Secretarial Auditors. The fees for the subsequent years will be decided by the Board of Directors from time to time based on the recommendations of the Audit Committee. The

terms of appointment of the Secretarial Auditors will be as specified by the Audit Committee and the Board of Directors of the Company in line with the Companies Act, 2013 and SEBI Listing Regulations. The proposed Secretarial auditors will be paid separate remuneration as may be approved by the Audit Committee of the Company for attending to other works connected with the Company that may be entrusted to them from time to time.

Accordingly, as recommended by the Board of Directors, the consent of the members is sought for passing ordinary resolution as set out in Item No. 7 of the notice for appointment of the Secretarial Auditors for conducting the Secretarial audit of the Company, for a period of five consecutive years from the financial year 2025-26 to 2029-30.

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.