NOTICE

NOTICE is hereby given that the Twenty Eight Annual General Meeting (28th AGM) of the Members of **INFONATIVE SOLUTIONS LIMITED** will be held on **Friday, 25th September, 2026 at 3:00 P.M.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at the registered office of the Company situated at 107, DLF South City Court, Saket (South Delhi), South Delhi, New Delhi-110017, India, to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 129 and 134 of the Companies Act, 2013, Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2026 and the Board's Report and Auditors Report thereon be received, approved and adopted."

2. **To appoint a director in place of Mr. Yogeshh Goel (DIN: 06821170), Whole-time Director who retires by rotation and being eligible offers himself for reappointment.**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Yogeshh Goel (DIN: 06821170) who retires by rotation, be and is hereby re-appointed as Director liable to retire by rotation."

   SPECIAL BUSINESS:

3. **Approval for related party transactions.**

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

   "RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, and the SEBI Master Circular / Industry Standards on Related Party Transactions, and Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members of the Company do hereby give their consent for entering into the following related party transactions:

Nature of the Contracts:
(a) sale, purchase or supply of any goods or materials;
(b) selling or otherwise disposing of, or buying, property of any kind;
(c) leasing of property of any kind;
(d) availing or rendering of any services;
(e) appointment of any agent for purchase or sale of goods, materials, services or property;
(f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
and
(g) underwriting the subscription of any securities or derivatives thereof, of the company:

Duration of the Contracts: 1 Year (w.e.f. 1st April, 2026)

Maximum Value: Rs. 15 Crores (Individually for Companies)

Maximum Value: Rs. 2 Crores (Individually for Directors)

Manner of determining the pricing: Arm Length Price

Nature of business: Ordinary course of action

Whether all factors relevant to the contract have been considered: Yes

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to approve such transactions on a case-to-case basis within the approved limits, and to file all relevant e-Forms, if any, with the Registrar of Companies (ROC), and do all such acts, deeds, matters, and things as may be necessary or incidental to give effect to the foregoing resolution, including complying with any applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (if applicable), and other applicable laws, from time to time."

4. **Approval for formulation, adoption and implementation of Infonative Solutions Limited employee stock option scheme 2026 ("INS ESOP scheme 2026" / "plan" / "scheme") or grant of employee stock options to the employees of the company under this plan:**

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

"RESOLVED THAT pursuant to (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force), (ii) Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), (iii) applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("FEMA"), (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), (v) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("BSE"), (vi) in accordance with provisions of the Memorandum and Articles of association of the Company, as amended, and (vii) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s) and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), approval of the Members of the Company be and is hereby accorded to introduce, create, approve, adopt and implement Infonative Solutions Limited Employee Stock Option Scheme 2026 ("INS ESOP Scheme 2026" / "Plan" / "Scheme") through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorise the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC") or its delegated authority to exercise its powers, including the powers conferred by this resolution) to create, issue, offer, grant and allot up to 5,00,000 employee stock options ("Options") from time to time to or for the benefit of the employees (present or future) of the Company, whether working in India or outside India, as may be decided by the Board and permitted under the SBEB Regulations, exercisable into equivalent number i.e. 5,00,000 (Five Lacs) equity shares of the Company having face value of Re. 1/- (Rupee One) each ("Equity Share(s)") under INS ESOP Scheme 2026, at such price or prices, on such terms and conditions as may be decided by the Board in accordance with the provisions of INS ESOP Scheme 2026 and in compliance of SBEB Regulations and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with INS ESOP Scheme 2026 and such Equity Shares shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under INS ESOP Scheme 2026 on the Stock Exchange(s) where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT subject to the terms of INS ESOP Scheme 2026 and any applicable grant letter, the Options granted under INS ESOP Scheme 2026 shall vest in the grantees for a minimum period of 1 (one) year, subject to a maximum period of 5 (five) years provided the grantee remains in continuous employment with the Company (or as per other conditions as may be determined by the Board / NRC) on each vesting date.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger, sale of division/undertaking etc. if any, additional Options are granted/to be granted or equity shares are issued/to be issued by the Company to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the INS ESOP Scheme 2026 are passed on to the employees of the Company and the above ceiling in terms of number of equity shares / stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to grant Options to the employees of the Company (including deciding the number of Options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/

variations/ alterations/ revisions in INS ESOP Scheme 2026 or suspend/ withdraw/ revive INS ESOP Scheme 2026 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Company.

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board, and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of INS ESOP Scheme 2026, for compliance with the SBEB Regulations and other applicable laws and to give effect to the resolution."

By the order of board of directors of
Infonative Solutions Limited

SD/-
Saurabh Kathuria
Whole-Time Director
DIN: 06821189

Place: New Delhi
Date: 01.09.2026

NOTES:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its

Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at https://infonative.net/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and General Circular No.09/2024 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

9. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of appointment/reappointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.

10. Electronic copy of the Annual Report 2025-26 is being sent to those Members whose e-mail address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that this Annual Report will also be available on the Company’s website at https://infonative.net/

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs

12. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection electronically during the 28th Annual General Meeting. Members seeking to inspect such documents can send an email to cs@infonative.net

13. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

14. Pursuant to Section 113 of the Act, institutional/ corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-Voting/attending AGM, to cs@infonative.net

15. The Company has engaged the services of Central Depository Securities Limited (CDSL) as the Agency to provide e-voting facility

16. The Board of Directors of the Company at their meeting held on 01st September, 2026 has appointed Mr. Yogesh Kumar (Membership No. F11929), proprietor of M/s. Y K & Associates, Practicing Company Secretaries, as the Scrutinizer, to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

17. The Scrutinizer, after scrutinizing e-voting at the AGM and remote e-voting, will, not later than two workings days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company https://infonative.net/ . The results shall simultaneously be communicated to the Stock Exchange where the shares of the Company are listed.

18. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 25th September, 2026

19. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 22nd September, 2026 at 9.00 AM IST and ends on 24th September, 2026, at 5.00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date <Record Date> of 18th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & My Easi New (Token) 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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting

	service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 21 09911**
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 and 022 - 2499 7000**

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant **Infonative Solutions Limited** on which you choose to vote.

(x) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.

(xiii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@Infonative.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@Infonative.net. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@Infonative.net. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders - please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. [3]: Approval of related party transaction

The Company, in the ordinary course of its business, enters into transactions with its subsidiaries and other related parties as mentioned in the resolution above. These transactions are necessary for operational efficiency, business synergy, resource sharing, service arrangements, and financial structuring among group entities.

Pursuant to Regulation 23(4) of the SEBI (LODR) Regulations, 2015, and Section 188 of the Companies Act, 2013, approval of the members is required by way of an ordinary resolution where transactions with related parties exceed the prescribed thresholds or are classified as material related party transactions.

The Audit Committee and the Board of Directors have reviewed and approved the transactions considering them to be in the ordinary course of business and on an arm's length basis. The nature of the transactions, the manner of determining the pricing, and the other terms are consistent with normal industry practice.

Key Details of the Transactions:

Nature of the Contracts:
(a) sale, purchase or supply of any goods or materials;
(b) selling or otherwise disposing of, or buying, property of any kind;
(c) leasing of property of any kind;
(d) availing or rendering of any services;
(e) appointment of any agent for purchase or sale of goods, materials, services or property;
(f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
and
(g) underwriting the subscription of any securities or derivatives thereof, of the company:

Duration of the Contracts: 1 Year (w.e.f. 1st April, 2026)

Maximum Value: Rs. 15 Crores (Individually for Companies)

Maximum Value: Rs. 2 Crores (Individually for Directors)

Manner of determining the pricing: Arm Length Price

Nature of business: Ordinary course of action

Whether all factors relevant to the contract have been considered: Yes

Item No. [4]: Approval for formulation, adoption and implementation of Infonative Solutions Limited employee stock option scheme 2026 (“INS ESOP scheme 2026” / “plan” / “scheme”) or grant of employee stock options to the employees of the company under this plan

The Company values employees who are committed to building a successful organization and in order to incentivize, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company.

The Nomination and Remuneration Committee (“**NRC”/”Committee**”) and the Board of Directors (“**Board**”) of the Company in their meeting held on **27.08.2026** and **01.09.2026**, have approved the formulation, adoption and implementation of Infonative Solutions Limited Employee Stock Option Scheme 2026 (“INS ESOP Scheme 2026”/ “Plan”/ “Scheme”) in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”).

The Company intends to implement INS ESOP Scheme 2026 by way of grant of employee stock options (“**Options**”) to the eligible employees with an objective to enable the Company to attract and retain talented human resources by offering them an opportunity to acquire an equity interest in the Company which will reflect their efforts in building the growth and the profitability of the Company and also provide existing employees an opportunity for investment in the Company’s equity interest in recognition of their efforts to grow and build the Company.

In terms of Regulation 6 of SEBI SBEB Regulations, for issue of equity shares to the employees of the Company as per the INS ESOP Scheme 2026, the approval of the members by way of Special Resolution is required.

The salient features and other details of the INS ESOP Scheme 2026 as required pursuant to Regulation 6(2) of the SEBI SBEB Regulations are as under:

1. Brief description of the Scheme:

The objective of the INS ESOP Scheme 2026 is to reward the eligible employees of the company as per their performance and to motivate them to contribute to the growth and profitability of the company. After vesting of Options, the employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Board/Committee may administrate the INS ESOP Scheme 2026. All questions of interpretation of the INS ESOP Scheme 2026 shall be determined by the Board/Committee, and such determination shall be final and binding upon all people having an interest in the INS ESOP Scheme 2026.

2. The total number of Options to be offered and granted:

A maximum of 5,00,000 (Five Lacs) Options may be offered and granted under the INS ESOP Scheme 2026, which on exercise would entitle not more than 5,00,000 (Five Lacs) equity shares of face value of Rs. 1/- (Rupee One only) each of the Company.

Further, the maximum number of Options that can be granted and the Shares that arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

Further, all lapsed options shall be returned to ESOP pool and can be reused.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The following classes of employees / directors shall be entitled to participate and shall be the beneficiaries under the INS ESOP Scheme 2026:

(i) an employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) a director of the Company, whether a whole-time director or not, including non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.

but does not include-

(a) an employee who is a promoter or person belonging to the promoter group.

(b) director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

4. Requirements of vesting and period of vesting:

Any Option granted under the INS ESOP Scheme 2026 shall vest not earlier than the minimum vesting period of 1 (One) year and not later than the maximum vesting period of 5 (Five) years from the date of grant as may be determined by the Committee.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

Vesting of Option would be subject to continued employment with the Company, In addition to this, the Committee may also specify certain performance criteria for each employee, subject to satisfaction of which the Options would vest.

5. Maximum period within which the Options shall be vested:

The vesting period of the Options granted under the INS ESOP Scheme 2026 shall not be less than a period of 1 (one) year, and which may extend to maximum period of 5 (five) years from the date of grant at the discretion of and in the manner prescribed by the Committee.

The Committee shall have the power to modify or accelerate the Vesting schedule on a case–to–case basis subject to the minimum gap of 1 (One) Year between the Grant and first Vesting, provided that such modification is not detrimental to the interest of the Grantee.

6. Exercise price or pricing formula:

The exercise price for the options can be any price as decided by the Committee on the basis of Market Price as defined in the INS ESOP Scheme 2026 and in certain cases, the Committee may set a lower exercise price (which under no circumstances, be set below the face value of the Company's Shares) for specific Employees based on Management Committee recommendations with proper rationale.

7. Exercise period and process of exercise:

The Options can be exercised either wholly or partly, during the Exercise Window within an overall Exercise Period of upto 3 (Three) years commencing from the date of respective Vesting.

The vesting Options shall be exercised by the employee by submitting a written application to the Company expressing his/her desire to exercise such options in such manner and such format as may be prescribed by the Compensation Committee from time to time along with payment of the Exercise Price, applicable taxes and other charges, if any.

8. Appraisal process for determining the eligibility of employees for the Scheme:

Appraisal process for determining the eligibility of the employees will be based on loyalty, performance of the employee, performance of the Company and such other criteria as may be determined by the Committee at its discretion, from time to time.

9. Maximum number of Options to be offered and issued per employee and in aggregate, if any:

Maximum limit for any single employee

The maximum number of options to be issued to any single eligible employee under the INS ESOP Scheme 2026 will be decided by the Committee, subject to maximum number of options that can be granted to any single Eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

Aggregate limit of grant of Options for all employees

A maximum of 5,00,000 (Five Lacs) Options may be offered and granted under the INS ESOP Scheme 2026, which on exercise would entitle not more than 5,00,000 (Five Lacs) equity shares to all eligible employees.

10 Maximum quantum of benefits to be provided per employee under a scheme(s)

The Employees will be entitled to the Equity Shares of the Company on exercise of Options as per the terms provided under the INS ESOP Scheme 2026.

The maximum quantum of benefits provided to every eligible employee under the INS ESOP Scheme 2026 will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the employee.

No benefits, other than grant of Options and issuance of equity shares upon exercise, are envisaged under the INS ESOP Scheme 2026

11. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The INS ESOP Scheme 2026 is to be implemented and administered directly by the Company through its Committee.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The INS ESOP Scheme 2026 contemplates the issue of fresh/ primary equity shares by the Company. The equity shares so issued and allotted, shall rank pari passu with the then existing equity shares of the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under INS ESOP Scheme 2026 as the Scheme is being implemented and administered directly by the Company.

14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme:

This is currently not contemplated under INS ESOP Scheme 2026 as the Scheme is being implemented and administered directly by the Company.

15. Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of SEBI SBEB Regulations:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB Regulations.

16. The method which the Company shall use to value its Options:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on share based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

17. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Currently, this statement is not applicable to the Company.

18. Period of lock-in:

The shares so allotted pursuant to the Exercise of Options will not be subject to any lock-in period from the date of allotment.

19. Terms & conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations:

The Committee will determine the procedure for buyback, if any, of Options granted under the INS ESOP Scheme 2026, if to be, undertaken at any time by the Company, and the applicable terms and conditions in accordance with the applicable laws.

20. The conditions under which options vested in employees may lapse:

The Vested Options vested shall lapse under the events of Cessation of Employment as specified under the INS ESOP Scheme 2026.

21. The specified time period within which the employee shall exercise the vested options in the event of, proposed termination of employment or resignation of employee:

Event	**Specified time period within which the employee shall exercise the vested options**

Cessation of employment due to resignation or termination (not due to misconduct or ethical violation)	a) All unvested options, on date of cessation, shall expire and stand terminated with effect from that date b) All vested options as on the date shall be exercisable by the Grantee by the last working day in the Company or before the expiry of the Exercise Period, whichever is earlier The Vested Options not so exercised shall lapse irrevocably and the rights there under shall be extinguished irrevocably and the rights thereunder shall be extinguished, unless otherwise determined by the Committee whose decision will be final and binding
Cessation of employment due to resignation or termination (due to misconduct or ethical violation)	All options granted whether vested or not shall stand terminated with immediate effect
Other events	As specified under the INS ESOP Scheme 2026.

The Board recommends the resolutions set out at Item No. 4 of the accompanying Notice for your approval as special resolution.

The copy of INS ESOP Scheme 2026 shall be available for inspection by members during business hours at the registered office of the Company till the date of ensuing AGM and also available at the Company's official website at https://infonative.net/investor_relations.

None of the Directors, Key Managerial Personnel, Manager and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that may be granted to them under the said INS ESOP Scheme 2026.

ANNEXURE A

Details of the directors seeking appointment/re-appointment in the 28th Annual General Meeting, as set out in item nos. 2 of this Notice, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India:-

Name of the Directors	**Mr. Yogeshh Goel (DIN: 06821170)**
Designation and Category of Director	Whole-time director (Executive)
Date of the first appointment on the Board:	28/02/2014
Date of Birth:	17/10/1988
Age:	38
Qualification:	Bachelor of Business Administration
Experience:	He has more than 10 + years of experience
Number of Meetings of the Board attended during the financial year 2025-2026:	10
List of Directorship/ Membership / Chairmanship of Committees of other Board as on date (excluding Foreign Companies):	1. Skillsurge Learning Private Limited 2. Digital Benchers Private Limited
Shareholding in Infonative Solutions Limited as on March 31, 2026:	1,607,320 Equity Shares Held
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company:	Not related to any Director, Manager Not related to any Director, directors (inter-se) or other Key Managerial Personnel of Manager or other Key Managerial the Company
Terms and Conditions of appointment:	Terms and conditions as per Schedule V of Companies Act, 2013 and Liable to retire by rotation

Remuneration sought to be paid	As per company's norms
Remuneration Last Drawn	Rs.1,71,000/- (Rupees One Lakh Seventy One Thousand only) per month
List of listed entities from which the director/ proposed appointee has resigned in the last three years:	Not Applicable
Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018-19 dated June 20, 2018	Mr. Yogeshh Goel is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.