



ESDS SOFTWARE SOLUTION LIMITED

CIN: U72200MH2005PLC155433

Reg. Office: Plot No. B-24 & 25, NICE Area, M.I.D.C. Satpur, Nasik 422007

Tel: 0253-7112244; Website: www.esds.co.in; e-mail: secretarial@esds.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that, pursuant to Sections 108, 102 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "**the Rules**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") read with Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") and other relevant circulars in this regard ('hereinafter collectively referred to as **MCA Circulars**', read with applicable SEBI Circulars, ESDS Software Solution Limited (the "**Company**") is issuing this Notice to seek approval of the Members for the proposed resolution as set out herein below, by the way of Postal Ballot through voting by electronic means ("**e-Voting**") only.

Further, in terms of Sections 108 and 110 and other applicable provisions of the Act, as amended, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its members holding shares in physical or dematerialized form as on the cut-off date, being Friday, July 04, 2025, to exercise their right to vote by electronic means on the business/(es) specified in the Notice as mentioned above. Pursuant to the MCA Circulars, you are requested to communicate your assent or dissent through the remote e-voting system only. Accordingly, the Postal Ballot Notice including the instructions for e-Voting is enclosed herewith.

The resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 and any other provisions as may be applicable of the Act, setting out all material facts and reasons for the proposal are annexed hereto for consideration of the Members.

The Notice will be placed on the website of the Company www.esds.co.in and the website of MUFG Intime India Private Limited (erstwhile known as Link Intime India Private Limited) ("**MUFG Intime**") <https://instavote.linkintime.co.in>.

In compliance with the aforesaid MCA Circulars, the Listing Regulations and other applicable provisions of the Act and MCA Rules, as amended from time to time, and SS-2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participant/ the Company's Registrar and Share Transfer Agent (RTA), viz. MUFG Intime India Private Limited.

The Company has provided remote e-voting facility to its members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. Dinesh Trivedi (Membership No. A23841/ C. P. No. 22407) or failing him Mr. Sachin Sharma (Membership No. F12788/CP. No. 20423) or failing him Mr. Vishwanath (Membership No. A14521/ C.P. No. 25099), Designated Partners of M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai (LLPIN: AAW-6850) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted.

The members shall exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by MUFG Intime India Private Limited. The e-voting period commences on Thursday, July 10, 2025 at 09.00 A.M IST and ends on Friday, August 08, 2025 at 05.00 P.M IST (both days inclusive). The members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M IST Friday, August 08, 2025.

Remote e-voting will be deactivated by MUFG Intime India Private Limited immediately thereafter and will not be allowed beyond the said date and time.

The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on Friday, August 08, 2025, and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, on or before Monday, August 11, 2025. The results of the Postal Ballot will be hosted on the Company's website: www.esds.co.in and the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> and will be displayed on the Notice Board of the Company at its Registered Office.

SPECIAL BUSINESS:

Item No. 1

To appoint Mr. Jitendra Pathak (DIN: 09000712), Chief Operations Officer, as a Whole-time Director of the Company for a period of three (3) years from February 04, 2025 and the remuneration payable to him on his appointment and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the relevant provision of the Articles of Association of the Company, and subject to such approvals as may be required and pursuant to the recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board of Directors, the appointment of Mr. Jitendra Pathak (DIN: 09000712), Chief Operations Officer of the Company, who was appointed as Additional Director pursuant to the provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as a Whole-time Director of the Company, for a period of three (3) years with effect from February 04, 2025, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Postal Ballot Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of appointment of Mr. Jitendra Pathak, as Whole-time Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr. Jitendra Pathak, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee of the Board of Directors of the Company, be and is hereby by authorised to fix and finalize the components of Fixed and Variable remuneration, to be payable to Mr. Jitendra Pathak.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee of the Board of Directors of the Company, be and is hereby by authorised to specify the criteria for variable remuneration to be payable to Mr. Jitendra Pathak.

RESOLVED FURTHER THAT in the absence or an inadequacy of profits in any financial years, he shall be paid the remuneration, allowances and perquisites, if any, within the ceiling specified and as set out in the the explanatory statement annexed to this Postal Ballot Notice as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

For and on behalf of the Board of Directors

SD/-

(Piyush Somani)
Managing Director
(DIN: 02357582)

Place : Nashik

Date : 08.07.2025

Registered Office:

Plot No. B-24 & 25, NICE Area,
M.I.D.C. Satpur, Nasik 422007
CIN: U72200MH2005PLC155433
Tel.: 0253-7112244

Website: www.esds.co.in

e-mail: secretarial@esds.co.in

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached and forms part of the Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is July 04, 2025 ("**Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Postal Ballot Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") and other relevant circulars in this regard ('hereinafter collectively referred to as **MCA Circulars**') and circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 issued by Securities and Exchange Board of India ("**SEBI Circular**"). The Notice shall also be uploaded on the website of the Company viz. www.esds.co.in and on the e-voting website of MUFG Intime viz. <https://instavote.linkintime.co.in/>
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In accordance with MCA Circulars and provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**the SEBI Listing Regulations**") and rules/ regulations mentioned thereto, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only instead of submitting the postal ballot form.
5. SEBI vide its Circular SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024 read with Circular SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/updation of valid PAN and KYC details with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/claimant shall be entertained only after the folio is fully KYC compliant as per the Circular. The holders are also requested to update/furnish their Nomination details.
6. The necessary documents and forms for updating the aforesaid KYC details are available on RTA's website at <https://in.mpms.mufg.com/> or can be obtained by writing to the RTA at rnt.helpdesk@in.mpms.mufg.com or logging in to SWAYAM Portal: <https://swayam.in.mpms.mufg.com/>
7. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA/ SEBI Circulars, the Company has engaged MUFG Intime as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("**remote e-voting**"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
8. E-voting shall commence on Thursday, July 10, 2025, at 9:00 A.M. (IST) and end on Friday, August 08, 2025, at 5:00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
9. The Board has appointed severally appointed Mr. Dinesh Trivedi (Membership No. A23841/ C. P. No. 22407) or failing him Mr. Sachin Sharma (Membership No. F12788/CP. No. 20423) or failing him Mr. Vishwanath (Membership No. A14521/ C.P. No. 25099), Designated Partners of M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai (LLPIN: AAW-6850) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

10. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to the person authorised by him as soon as possible after the last date of e-voting but not later than seven days from the end of e-voting. The results of the e-voting/postal ballot will be declared on or before Monday, August 11, 2025, at the Registered Office of the Company and displayed there and on the website of the Company, on the website of MUFG Intime.
11. The Postal Ballot Notice is also being uploaded on the Company's website, www.esds.co.in and MUFG Intime India Private Limited.
12. Resolution(s) passed by the members through postal ballot/e-voting shall be deemed to have been passed as if they have been passed at a general meeting of the members. The resolution(s), if approved by the requisite votes of members by means of postal ballot/e-voting, shall be deemed to have been passed on the last date of voting, i.e. Friday, August 08, 2025.
13. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
14. Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting https://web.in.mpms.mufig.com/EmailReg/Email_Register.html Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to enotices@in.mpms.mufig.com
15. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., MUFG Intime to enable the Company to communicate to the members.
16. The information and instruction relating to remote e-voting process are as under:

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**

I. 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

II. 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

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) 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.
- d) 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.
- 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.

➤ Individual Shareholders holding securities in demat mode with CDSL

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

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

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) 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.
- 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.

OR

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

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

- a) Visit URL: <https://www.cdslindia.com>

- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

➤ **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

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

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

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

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

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

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

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

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

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

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

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

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and 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' –
- i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*,
IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
- *File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option *i.e.* Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com 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.

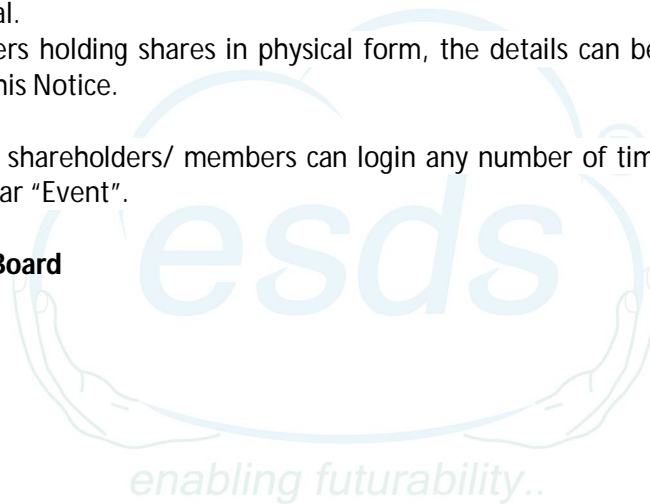
During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

For and on behalf of the Board

Sd/-

(Piyush Somani)
Managing Director
(DIN: 02357582)

Place: Nashik
Date: 08.07.2025



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Appointment of Mr. Jitendra Pathak (DIN: 09000712), Chief Operations Officer, as a Whole-time Director of the Company

Pursuant to the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors in its meeting held on 04th February, 2025, had appointed Mr. Jitendra Pathak (DIN: 09000712), Chief Operations Officer, as an Additional Director in accordance with the provisions of Section 161(1) of the Companies Act, 2013 (‘the Act’) read with the Articles of Association of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Jitendra Pathak for the office of Director of the Company.

Mr. Jitendra Pathak has conveyed his consent to act as a Director of the Company and has also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

Mr. Jitendra Pathak, Age. 51 yrs., holds a Bachelors’ degree in Engineering in Electronics and a Post Graduate Diploma degree holder in Business Administration. He has also completed various certification courses viz. Post Graduate Program in Artificial Intelligence for Leaders, Global CIO Programme, Certified Internal Coach program, Stanford Advance Program Management course, Project Management Professional course, and etc. He has an experience of more than 30 years in IT Infrastructure & Security Management with deep understanding of Service Delivery & Operations including Cloud support, End User Support & Applications Operations, Major Incident & Crisis Management, Remote Delivery, Solution Development & Evaluation, Service Transitioning, IT Outsourcing & Customer Engagement, Program and Project Management with PnL ownership for Large Business lines.

Considering his vast experience, exceptional leadership capabilities, entrepreneurial vision and involvement in critical business matters and solution thereof, the Board of Directors, pursuant to the recommendations of the NRC, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfills the requisite criteria laid down and as required in the context of the Company’s business and sector it operates in.

In view of the same it is proposed to appointment of Mr. Jitendra Pathak as a Whole-time Director of the Company to be designated as Whole-time Director & Chief Operations Officer for a period of 3 (Three) years, effective from 4th February, 2025.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Jitendra Pathak as a Director and Whole-time Director of the Company.

The material terms of re-appointment and remuneration are given below:

- i. Mr. Jitendra Pathak shall act as the Whole-time Director and Chief Operations Officer of the Company for a period of three (3) years commencing from February 04, 2025 and shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board and Company from time to time and separately communicated to him. Subject to the supervision and control of the Board,

he shall undertake to promote the interest and welfare of the Company to the best of his abilities and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may from time to time be given by the Directors of the Company which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

- ii. The remuneration i.e. Annual Gross remuneration, Minimum Remuneration etc., are as set out in **Annexure- A** of the Explanatory Statement which forms part of this Notice.
- iii. The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to the Whole-time Director and Chief Operations Officer, subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 for the time being in force, read with Schedule V thereto as amended from time to time; however, within the limits as approved by the members.
- iv. The perquisite value of Employees Stock Options that may be granted / granted to Mr. Jitendra Pathak, shall be in addition to the salary, perquisites and allowances.

The Brief profile of Mr. Jitendra Pathak and the details of shareholding as per requirements of the Companies Act, 2013, the rules made there under and the Secretarial Standard (SS-2) are given respectively in **Annexure B**.

The Board recommends the passing of the resolution set out at Item No.1 of the Postal Ballot Notice as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. Jitendra Pathak and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of his shareholding, if any, in the Company. Further, Mr. Jitendra Pathak and his relatives shall not be entitled to vote on the resolution as set out at Item No. 1 of the Notice.

All documents referred to in the Notice and Explanatory Statement are available for inspection electronically on all working days except Saturdays and Sundays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting i.e. up to August 08, 2025.

Any Member interested in inspection may write to us. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to secretarial@esds.co.in from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID.

Annexure A

Mr. Jitendra Pathak, will be paid gross annual remuneration of an amount not exceeding Rs.1.90 Crore, from the date of appointment, with a provision for increase in remuneration of not more than 20% per annum over the remuneration paid for previous year which will be decided and recommended by Nomination & Remuneration Committee, subject to Board approval on an annual basis. Gross Annual Compensation is to be bifurcated by way of salary, allowances, performance linked variable pay and perquisite as per the rules and regulations of the Company for the time being in force and as determined by the Nomination & Remuneration Committee and the Board.

Perquisites: Mr. Jitendra Pathak shall be entitled to perquisites as given below:

- Reimbursement of medical expenses incurred for self and family.
- Leave travel concession for self and family as per Company's Policy.
- Provident fund, superannuation benefits and gratuity as per Company rules.
- Encashment of leave at the end of tenure as per Company rules.

Contribution to Provident Fund, National Pension Scheme, Superannuation Fund, wherever applicable, is to be determined in accordance with the prevailing Income Tax Rules, 1962 and amount of contribution not to exceed mandatory limits as per respective Acts. However, the Company's contribution to Provident Fund, National Pension Scheme, Superannuation and any other Annuity Fund would not be included in the computation of ceiling on remuneration under the Companies Act, 2013, to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

The authority is also being sought to be conferred on the Board to make such alterations or variations in the perquisites of Mr. Jitendra Pathak during his tenure as Whole-time Director and Chief Operations Officer, as it deemed fit and as acceptable to them; however, within the limits approved by the members and as specified in Schedule V to the Companies Act, 2013.

The Company shall pay above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and performance pay etc.

Mr. Jitendra Pathak possesses the requisite qualifications and experience for the post of Whole-time Director. The proposed remuneration payable to his, is in line with industry peers.

Annexure B

Brief Profile of Key Managerial Personnel as per Secretarial Standard (SS-2) is as follows:

Name	Mr. Jitendra Pathak (DIN: 09000712)
Date of Birth	14.01.1973
Age	51 years
Date of appointment	04.02.2025
Relationship with other Directors inter-se	None
Qualification & Experience in specific functional area	As per above Explanatory Statement.
Directorships held in other companies	PI Jam Foundation
Memberships/ Chairmanships of Committee in other public limited companies (includes only Audit Committee & Stakeholder Relationship Committee)	Nil
Shareholding, if any, in the Company	None except 50,000 ESOPs under ESOP Plan-2024
Terms and conditions of appointment along with details of remuneration sought to be paid	As per Annexure A
Remuneration last drawn (FY2024-25)	Rs.97,69,816/-
Attendance at Meetings of the Board during FY 24-25	Attended 3 board meetings out of 3 meetings liable to attend.
Attendance at Annual General Meetings (AGMs) held in last 5 years	Not applicable since he was appointed as Director with effect from February 04, 2025.

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