



NOTICE

Notice is hereby given that the 40th Annual General Meeting of the members of EYANTRA VENTURES LIMITED will be held on **Tuesday, September 30, 2025, at 4:00 PM (IST)** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, the Reports of the Board of Directors and Auditors’ thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, the Report of the Auditors’ thereon.
3. To appoint a Director in place of Mrs. Vinita Raj Narayanam (DIN: 09319780) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

SPECIAL BUSINESS

4. **To approve EYANTRA VENTURES LIMITED– Employee Stock Option Scheme 2025 (“EYANTRA ESOP 2025” or “Scheme”)**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(l)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act of 1999 and rule made thereunder, (including any statutory amendment, modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company and any other rules, regulations and guidelines issued by any other regulatory or governmental authority or such other approvals, consent, permissions and sanctions as may be required and subject to such terms, conditions modifications and amendments as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of members of the Company be and is hereby accorded for introduction and implementation of **“EYANTRA VENTURES LIMITED – Employee Stock Option Scheme 2025” (EYANTRA ESOP 2025 or Scheme)** and authorizing 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/ Compensation Committee), to introduce and implement the “EYANTRA ESOP 2025” by way of issuance of employee stock options (Options), the salient features of which are furnished in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act of 1999 and rule made thereunder, (including any statutory amendment, modification(s) or re-enactment(s) thereof, for the time being in force), Memorandum and Articles of Associations of the Company, consent of the Members be and is hereby accorded to create, grant, offer, issue and allot at any time, 2,00,000 (Two Lakhs Only) options which shall be convertible into equivalent number of equity shares of Rs. 10/- (Rupees Ten) each in terms of the EYANTRA ESOP 2025, upon exercise of Options at such price, in one or more tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT consent of Members be and is hereby accorded to the Board to create, offer, issue and grant,at any time, to or for the benefit of, such persons who are permanent employees of the Company, or the employees of Subsidiary Companies, whether working in India or outside India, and the future subsidiary companies of the Company, if any and/or to the Directors of the Company and its subsidiaries and the future subsidiary companies of the Company, if any, whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the EYANTRA ESOP 2025 but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee Stock Options) not exceeding 2,00,000 (Two Lakhs) options convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions) in terms of EYANTRA ESOP 2025 at such price and on such terms and conditions as may be fixed or determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the EYANTRA ESOP 2025 on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), changes, variation(s), alteration(s) or revision(s) in the terms and conditions of the EYANTRA ESOP 2025 from time to time including but not limited to, amendment(s) or revision(s) in the terms and conditions of the EYANTRA ESOP 2025 from time to time, in conformity with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws including but not limited to amendment(s) with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the EYANTRA ESOP 2025 which shall not be detrimental to the interest of the eligible employees who have been granted Options under the EYAN-TRA ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with EYANTRA ESOP 2025 and such equity shares shall rank pari-passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees

RESOLVED FURTHER THAT the Company shall confirm the accounting policies prescribed from time to time under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT all the lapsed options will be added back to EYANTRA ESOP 2025 pool and the Board be and is hereby authorised to allot these lapsed options to the eligible employees as per the EYANTRA ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under EYANTRA ESOP 2025 on the stock exchanges where the equity shares of the Company are listed in due compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and other applicable laws

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the EYANTRA ESOP 2025, as it may, in its absolute discretion deem fit, also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

5. To grant of Options under EYANTRA VENTURES LIMITED - Employee Stock Option Scheme 2025 (“EYANTRA ESOP 2025” or “Scheme”) to the Employees of Subsidiary Company(ies) of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act of 1999 and rule made thereunder, (including any statutory amendment, modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company and any other rules, regulations and guidelines issued by any other regulatory or governmental authority or such other approvals, consent, permissions and sanctions as may be required and subject to such terms, conditions modifications and amendments as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of members of the Company be and is hereby accorded to Board of Directors of the Company (herein-after referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/ Compensation Committee), to extend the benefit of **“EYANTRA VENTURES LIMITED – Employee Stock Option Scheme 2025” (“EYANTRA ESOP 2025” or “Scheme”)** for such persons who are the employees of subsidiary company(ies), whether working in India or outside India, and the future subsidiary company(ies) of the Company, if any and/or to the Directors of the subsidiary company(ies) and the future subsidiary companies of the Company, if any, whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the EYANTRA ESOP 2025 but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee Stock Options) not exceeding 2,00,000 (Two Lakhs) options in terms of EYANTRA ESOP 2025 at such price and on such terms and conditions as may be fixed or determined by the Board by way of issuance of employee stock options ("Options"), the salient features of which are furnished in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the consent of Members be and is hereby accorded to Board to create, offer, issue and grant at any time, to or for the benefit of such persons who are employees of subsidiary company(ies), whether working in India or outside India, and the future subsidiary company(ies) of the Company, if any and/or to the Directors of the subsidiary company(ies) and the future subsidiary companies of the Company, if any, whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the EYANTRA ESOP 2025 but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee Stock Options) not exceeding 2,00,000 (Two Lakhs) options convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of EYANTRA ESOP 2025 at such price and on such terms and conditions as may be fixed or determined by the Board.

RESOLVED FURTHER THAT this limit as prescribed above is combined limit under EYANTA ESOP 2025 for employees of own company, subsidiary company(ies) and the future subsidiary company(ies) of the Company, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the EYANTRA ESOP 2025 on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), changes, variation(s), alteration(s) or revision(s) in the terms and conditions of the EYANTRA ESOP 2025 from time to time including but not limited to, amendment(s) or revision(s) in the terms and conditions of the EYANTRA ESOP 2025 from time to time, in conformity with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws including but not limited to amendment(s) with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the EYANTRA ESOP 2025 which shall not be detrimental to the interest of the eligible employees who have been granted Options under the EYANTRA ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with EYANTRA ESOP 2025 and such equity shares shall rank pari-passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees

RESOLVED FURTHER THAT the Company shall confirm the accounting policies prescribed from time to time under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and any other applicable laws and regulations to the extent relevant and applicable to the scheme.

RESOLVED FURTHER THAT all the lapsed options will be added back to EYANTRA ESOP 2025 pool and the Board be and is hereby authorised to allot these lapsed options to the eligible employees as per the EYANTRA ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under EYANTRA ESOP 2025 on the stock exchanges where the equity shares of the Company are listed in due compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and other applicable laws

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the EYANTRA ESOP 2025, as it may, in its absolute discretion deem fit, also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect and to take all such steps and do all such acts as may be incidental or ancillary thereto.

6. To grant Options equal to or exceeding 1% of the issued capital of the Company to the identified employees under EYANTRA VENTURES LIMITED - Employee Stock Option Scheme 2025

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act of 1999 and rule made thereunder, (including any statutory amendment, modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company and any other rules, regulations and guidelines issued by any other regulatory or governmental authority or such other approvals, consent, permissions and sanctions as may be required and subject to such terms, conditions modifications and amendments as may be prescribed or imposed while granting such approvals, permissions and sanctions,, the consent of the Members is be and is hereby accorded to 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/Compensation Committee), to offer and grant from time to time, in one or more tranches, such number of options under **“EYANTRA VENTURES LIMITED – Employee Stock Option Scheme 2025” (“EYANTRA ESOP 2025” or “Scheme”)** during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company to the employees of the Company or its subsidiary(ies) and the future subsidiary company(ies) of the Company, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized, to take all necessary actions, execute required documents, make filings, and do all such acts, deeds, and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner as may be authorized by Board to give full effect to this resolution.”

7. Appointment of Secretarial Auditor of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued in this regard from time to time, based on the recommendation of the Audit Committee and of the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s. Vivek Surana & Associates, Practicing Company Secretaries, Hyderabad (Peer review Certificate No. 1809/2022) as the Secretarial Auditor of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for a period of 5 (five) consecutive years from the financial year 2025-26 till the financial year 2029-30, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

By Order of the Board of Directors
 For eYantra Ventures Limited

Priyanka Gattani
 Company Secretary and Compliance Officer
 M. Mo. A33047

Place: Hyderabad
 Date: August 7, 2025

NOTES:

- Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021,10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 3/ 2022 dated May 5, 2022, 11/2022 dated December 28, 2022, Circular No: 09/2023 dated September 25, 2023 and Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as MCA Circulars) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (SEBI Circulars) (collectively referred to as the Circulars), Companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue and also to send the copies of annual report in electronic mode to those members whose email addresses are registered with the company/depositories. Hence, in compliance with the aforesaid Circulars, the 40th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the said AGM.
- Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate members/ Institutional shareholders (i.e. other than individuals/HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and cast it’s votes through e-voting, to the Scrutinizer by email through its registered email address to viveksurana24@gmail.com with copy marked to enotices@in.mpms.mufig.com
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, A draft copy of the EYANTRA ESOP 2025, and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice are also available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@eyantraventures.com.
- In compliance with the aforesaid Circulars, the Notice of AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, in compliance with Regulation 36(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice of AGM and Annual Report for the Financial Year 2024-25 is also available on the Company’s website www.eyantraventures.com websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Company’s RTA at https://instavote.linkintime.co.in.
- In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per the requirements 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 as on the cut-off date, i.e. Tuesday, September 23, 2025, to exercise their right to vote by electronic means on all of the agenda items specified in the accompanying Notice of AGM

7. For receiving all communication (including Annual Report) from the Company electronically: Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP) as per the process advised by the DP.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
10. The Company has appointed Company's RTA, to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the AGM.
11. Pursuant to the provisions of the Circulars on the VC/ OVAM, Members can attend the AGM through log in credentials provided to them to connect to Video conference.
12. In terms of the provisions of Section 152 of the Companies Act, 2013, Mrs. Vinita Raj Narayanam liable to retire by rotation and proposed to be re-appointed. Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the said re-appointment. Brief resume of Director proposed to be re-appointed, nature of expertise in specific functional areas. Names of listed entities in which person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and shareholding in the Company as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are forming part of the Notice and appended to the Notice.
13. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
14. Up to 2,000 members will be able to join on a first come first serviced basis to the AGM.
15. No restriction is applicable for joining into the AGM in respect of large Members (Members holding 2% or more share-holding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
17. The Explanatory Statement setting out all material facts pursuant to Section 102 of the Companies Act , 2013 with respect to the Special Business set out in the Notice, is annexed and forms part of the Notice.
18. The Members may kindly note that in accordance with SEBI Circular No. SEBI/HO/OIAE_IAD-1/P/CIR/ 2023/131 dated July 31, 2023, SEBI has established a common SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal) for resolution of disputes arising in the Indian Securities Market. Accordingly, the Company has registered on the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via weblink <https://smartodr.in/login> to resolve any outstanding disputes between Members and the Company (including RTA).
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 , and in terms of Securities and Exchange Board of India circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility to be provided by the Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Company's RTA i.e. MUFG Intime India Private Limited, on all the resolutions set forth in this Notice.

20. Further, the facility for voting through electronic voting system will also be made available during the Meeting and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote during the Meeting.
21. The Company has engaged the services of Company's RTA as the agency to provide e-voting facility. However, pursuant to SEBI circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.
22. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
23. The remote e-Voting period commences on Saturday, September 27, 2025 at 09.00 A.M (IST) and ends on Monday, September 29, 2025 at 05.00 P.M. (IST) (both days inclusive).
24. During this period, Members holding shares as on Tuesday, September 23, 2025, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Company's RTA for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commences on Saturday, September 27, 2025 at 09.00 A.M (IST) and ends on Monday, September 29, 2025 at 05.00 P.M. (IST) (both days inclusive), or e-voting during the AGM. Members who have voted on some of the resolutions during the said remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.
25. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date Tuesday, September 23, 2025.
26. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
27. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at cs@eyantraventures.com mentioning their name, demat account number/folio number, email id, mobile number during the period from Wednesday, September 24, 2025 from 9:00 A.M. to Friday, September 26, 2025 upto 5:00 P.M. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
28. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on September 23, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
29. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@in.mpms.mufig.com However, if he/she is already registered with NSDL/CDSL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.
30. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in electronic form may intimate any such changes to their respective Depository Participants.

31. For receiving all communication (including Annual Report) from the Company electronically the members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP as per the process advised by the DP. For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held.
32. The results of the electronic voting shall be declared to the Stock Exchange after the AGM. Mr. Vivek Surana (ACS: A24531, COP No.: 12901) from M/s. Vivek Surana & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process. Mr. Vivek Surana has communicated his willingness to act as the Scrutinizer for this e-voting process. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.eyantraventures.com and on the website of Company's RTA at: <https://instavote.linkintime.co.in>. The result will simultaneously be communicated to the Stock Exchange. These results will also be displayed along with the Scrutinizer's Report at the Registered Office of the Company. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM, i.e., Tuesday, September 30, 2025.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

- 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.
- a) 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.

- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

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

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

- 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 “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

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

- 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 “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

- 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 “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

- 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 “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for 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”.

INSTAMEET VC INSTRUCTIONS:

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

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

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

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
 - A. Demat Account No. or Folio No:
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – shall provide Folio Number.
 - B. PAN:
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No: Enter your Mobile No.
 - D. Email ID: Enter your email Id as recorded with your DP/ Company
- c) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

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

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

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

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

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

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

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

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

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

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

Helpdesk:

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

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

Item No. 4 & 5:

The Company appreciates the critical role played by its employees in its growth, thereby strongly feels that the value created by its employees should be rewarded to promote the culture of employee ownership as well as to attract retain, motivate and incentivize them. Since the equity-based compensation is integral across sectors, aligning employees’ personal goals with corporate objectives through share-based schemes, the Company is intending to create a new employee stock option scheme namely “EYANTRA VENTURES LIMITED - Employee Stock Option Scheme 2025” (hereinafter referred to as the EYANTRA ESOP 2025 or Scheme). Believing in rewarding dedication, the Company scheme to grant Employee Stock Options (Options) to eligible employees including its directors and those of subsidiaries, and the future subsidiary companies of the Company, if any, to attract and retain key talent and drive performance and profitability.

Accordingly, the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee/Compensation Committee, at their meeting held on August 7, 2025, subject to the approval of the members, has approved introduction and implementation of the EYANTRA ESOP 2025, in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time and to create, offer, issue and grant options under EYANTRA ESOP 2025 at any time for the benefit of employees not exceeding 2,00,000 (Two Lakh) in aggregate, as determined from time to time.

The Members are informed that the options being offered under the EYANTRA ESOP 2025 would not exceed 2,00,000 (Two Lakh) which shall be convertible into equivalent number of equity shares of Rs. 10/- (Rupees Ten) each in terms of the EYANTRA ESOP 2025, upon exercise of Options at such price, in one or more tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board.

Approval of the Members is being sought for implementation of the EYANTRA ESOP 2025 and issue of Options to eligible employees of the Company

Resolutions at Item no. 4 and 5 of Notice requires your approval by way of Special Resolution to authorize the Board to create, issue, offer and grant options to eligible employees including its directors and those of subsidiaries and the future subsidiary companies of the Company, if any under EYANTRA ESOP 2025, and to take all necessary actions for its administration. The Scheme will be administered by the Nomination and Remuneration Committee/Compensation Committee in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The salient features, relevant disclosures and details of the EYANTRA ESOP 2025 are as follows:

Sl. no	Particulars	Details of “EYANTRA VENTURES LIMITED - Employee Stock Option Scheme 2025” (hereinafter referred to as the EYANTRA ESOP 2025 or Scheme)

1	Brief description of Scheme(s)	<p>The Scheme seeks to reward eligible employees by way of granting options, which when exercisable results in equivalent equity shares of the Company, with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time. The Scheme is instrumental in making such eligible employees as co-owners with appropriate vesting period, which would motivate them for ensuring higher corporate growth and creation of value for all stakeholders.</p> <p>The Compensation Committee shall supervise and undertake the general administration of the Scheme.</p> <p>All questions of interpretation of the Scheme shall be determined by the Compensation Committee and such determination shall be final and binding upon all persons.</p> <p>The objectives of the EYANTRA ESOP 2025 are:</p> <ul style="list-style-type: none"> to reward the Employees for association, dedication and contribution to the goals of the Company; to attract and retain key talents working with the Company and its subsidiary companies by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability; drive an entrepreneurship mindset of value creation for the organization; to strengthen leadership and management competencies to accelerate growth and cultivate high performance teams for the sustained success of the organization; to achieve sustained growth of the Company and create shareholder value by aligning interests of the Employees with the long term interests of the Company. to motivate talented and critical Employees and create a sense of ownership among the Employees of the Company and; to improve the Employee performance with ownership interests and provide them with wealth creation opportunity whilst in employment with the Company.
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2	The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted	<p>The total number of Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 2,00,000 (Two Lakhs Only) equity shares of Rs. 10/- each (Rupees Ten) (the "Equity Shares").</p> <p>Upon exercise, each Option entitles the relevant grantee to one Equity Share.</p> <p>In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Options and/or the shares to be allotted upon exercise of Options shall be reasonably adjusted as per the provisions of the Scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be as provided in the Scheme.</p>
3	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	<p>The following classes of employees are entitled to participate in the EYANTRA ESOP 2025:</p> <ul style="list-style-type: none"> (i) an employee as designated by the Company, who is exclusively working in India or outside India on full time basis; or (ii) a director, whether a whole-time director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an Independent Director; or (iii) an employee as defined in sub-clause (i) and (ii) above of a Subsidiary Company(ies), in India or outside India, of the Company but does not include: <ul style="list-style-type: none"> a. an Employee / Director who is a Promoter or a person belonging to the Promoter Group; and b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly, holds more than 10% of the issued and subscribed Equity Shares of the Company.

4	Requirements of vesting and period of vesting	<p>Vesting period: Options granted pursuant to the Scheme will vest not earlier than the expiry of one (1) year not later than expiry of five (5) years from the date of grant of such option subject to terms and conditions as set forth in EYANTRA ESOP scheme 2025 and Grant Letter.</p> <p>Vesting Schedule: The Options granted under the EYANTRA ESOP 2025 shall vest in the Grantee in equal tranches over a period of five (5) years, commencing from the completion of the first anniversary of the date of grant and continuing on each subsequent anniversary thereafter, such that the Options shall be fully vested at the end of the fifth (5th) anniversary of the date of grant, subject to the terms and conditions of this scheme and the applicable Grant Letter.</p> <p>The Compensation Committee shall have absolute discretion to decide the Vesting criteria and schedule including deviation from the above-mentioned vesting schedule within the maximum Vesting period.</p>
5	Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested	All the options granted under the EYANTRA ESOP 2025 shall vest on such dates and in such proportions as maybe determined by the Compensation Committee. However, such options would not vest later than 5 (five) years from the date of grant of options.
6	Exercise price, SAR price, purchase price or pricing formula	<p>The Exercise price shall be as provided in the Grant Letter and shall be equivalent to the issue price of the previous round of preferential issue of securities completed by the Company immediately preceding the Grant Date or such other price as decided by the Compensation Committee at its discretion from time to time.</p> <p>However, the Exercise Price shall not be less than the face value of the Shares.</p>
7	Exercise period/offer period and process of exercise/acceptance of offer	The process of exercise/acceptance of the offer is detailed in the Scheme.
8	The appraisal process for determining the eligibility of employees of the Scheme(s)	The appraisal process for determining the eligibility of the employees will be specified by the Compensation Committee from time to time.
9	Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any	The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, However, Compensation Committee reserves the right to decide the number of Options to be granted and the

		maximum number of Options that can be granted to each Employee within the Scheme Pool.
10	Maximum quantum of benefits to be provided per employee under a scheme(s)	The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options. Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.
11	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The EYANTRA ESOP 2025 shall be implemented and administered directly by the Company.
12	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The EYANTRA ESOP 2025 contemplates the issue of fresh/ primary shares by the Company.
13	The amount of loan to be provided for implementation of the Scheme(s) by the Company to the trust, its tenure, utilization, repayment terms etc	Not Applicable as the Scheme is being implemented directly by the Company.
14	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not Applicable as the Scheme is being implemented directly by the Company.
15	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	<p>The Company shall follow the Ind AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.</p> <p>The Company shall also disclose to prospective Option Grantees the required risk statements, company information, and key features of the EYANTRA ESOP 2025 in the format prescribed under Regulation 16(2) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.</p>

		The Company, shall also report details of grants, vesting, exercises, and lapses of stock options in the Directors' Report or its annexure, in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws.
16	The method which the company shall use to value its options or SARs;	The Company shall adopt the fair value method for valuation of Options as prescribed under Ind AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.
17	The following statement, if applicable: '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, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report	Not Applicable for the Financial Year 2024-25
18	period of lock-in	The Shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock-in period restriction after such allotment and credit to the respective demat account; however the same shall be subject to such restrictions as may be prescribed under applicable laws including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or including the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives (Code of Conduct), under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.
19	Terms and conditions for buy-back, if any, of specified securities covered under these regulations	The Compensation Committee shall be responsible for formulating detailed terms and

		conditions and procedure for buy-back if to be undertaken by the Company at any time.
20	The conditions under which option vested in employees may lapse e.g in case of termination of employment for misconduct	<p>Vested options will lapse depending upon the circumstances as mentioned below:</p> <p>Resignation/Termination (not for misconduct): All the Vested Options as on the date of submission of resignation may be exercised by the Option Grantee immediately after, but in no event later than 1 (One) year from the date of the Vesting of the last tranche of Options.</p> <p>Termination for Misconduct: All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</p> <p>Retirement / Superannuation / Approved Early Retirement: All Vested Options can be exercised by the Option Grantee immediately after, but in no event later than 1 (One) year from the date of Retirement/ superannuation unless otherwise determined by the Compensation Committee.</p> <p>Death: All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 1 (One) year from the date of Death.</p> <p>Permanent Incapacity: All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such incapacity, the nominee or legal heir, immediately after, but in no event later than 1 (One) year from the date of such incapacity.</p> <p>Long Leave or Sabbatical: All the Vested Options which were not exercised may be exercised at any time but not later than one year from the date of vesting of the last tranche of the Options.</p> <p>Abandonment of Service (without resignation):All the Vested Options which were not exercised at the time of such abandonment of service shall stand cancelled with effect from the date of such abandonment of service. The date of abandonment of an Option Grantee shall be decided by the Compensation Committee at its sole discretion which decision shall be binding on the Option Grantee without any protest or demur.</p> <p>Other Reasons not covered above:</p>

		The Compensation Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.
21	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination or resignation of employee	<p>Resignation/Termination (not for misconduct): All the Vested Options as on the date of submission of resignation may be exercised by the Option Grantee immediately after, but in no event later than 1 (One) year from the date of the Vesting of the last tranche of Options.</p> <p>Termination for Misconduct: All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</p>
22	Other Terms and Conditions	<p>(i) Employees have no shareholder rights (dividends, voting) until options are exercised and shares allotted.</p> <p>(ii) Employee Stock Options cannot be pledged, hypothecated, mortgaged, or otherwise transferred.</p> <p>(iii) Options are non-transferable except upon the grantee's death, otherwise no one other than the grantee may exercise them.</p> <p>(iv) If the Company gets de-listed from all the Recognised Stock Exchanges, then the Board shall have the powers to set out the terms and conditions for the treatment of the Vested Options and the Unvested Options in due compliance of the Applicable Laws.</p>

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 and 5 of the notice.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent of their shareholding in the Company.

Item No.6:

The Board of Directors and/or Nomination and Remuneration Committee/Compensation Committee may grant options to employees which may equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company during any one year, under EYANTRA VENTURES LIMITED - Employee Stock Option Scheme 2025 (EYANTRA ESOP 2025 or Scheme), in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, considering their experience and contribution, in compliance with the provisions of the Scheme.

Such grant of Options equal or in excess of 1% of the issued capital (excluding outstanding warrants and conversions) will be subject to approval of shareholders via Special resolution for such identified employees.

In future there may be hiring of leader(s) with a record of strong entrepreneurial quality considering the 360 degree growth of the Company and its Subsidiary(ies) and the future subsidiary companies of the Company, if any. However, given the popularity of employee stock options in industry, we may have to pay a market based compensation for these position(s).

This resolution is proposed with a view to allow Company to identify member for this category subject to specific approval by special resolution for identified employees. At present no identified employee in this category where employee stock options (Options) to be granted to any identified employee which is equal to or in excess of 1% of the issued capital (excluding outstanding warrants and conversions) of the Company.

A draft copy of the EYANTRA ESOP 2025 shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to cs@eyantraventures.com and the same is also available on the website of the Company i.e., www.eyantraventures.com.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 6 of the notice.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent of their shareholding

Item No.7:

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed entity to obtain members approval for appointment of Secretarial Auditor, based on recommendation of the Board of Directors (including its committee thereof). Further, such Secretarial Auditor must be a Peer Reviewed Company Secretary or a Firm of Company Secretary(ies) and should not have incurred any of the disqualifications as specified by Securities and Exchange Board of India.

Further, the Board of Directors, at its meeting held on August 7, 2025 has, based on the recommendation of the Audit Committee, subject to the approval to the members, appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries (Peer review Certificate No. 1809/2022) as Secretarial Auditor of the Company for a period of 5 (five) consecutive years from the financial year 2025-26 till the financial year 2029-30.

Rationale for appointment

M/s. Vivek Surana & Associates, a firm of Practicing Company Secretaries, Hyderabad is registered with The Institute of Company Secretaries of India and has Peer Review Certificate No. 1809/2022 issued by the Institute of Company Secretaries of India.

Their expertise covers Corporate secretarial compliances, Corporate Governance, Advisory and Consulting.

Brief Profile:

M/s. Vivek Surana & Associates is a Practicing Company Secretaries firm in Hyderabad, with a legacy spanning over a decade. The firm specializes in delivering comprehensive professional services in the areas of corporate secretarial compliance, securities law, listing regulations, governance advisory, and other allied corporate law matters.

Over the years, the firm has built a strong reputation for its client-centric approach, prompt service delivery, and a deep understanding of regulatory frameworks. With extensive experience across diverse industry sectors, the firm provides both routine and strategic solutions to listed companies, private and public limited companies, startups, and other business entities.

M/s. Vivek Surana & Associates, Practicing Company Secretaries has capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments and possesses the market standing and technical knowledge best suited to handle the scale, diversity and complexity associated with the audit of the Secretarial matters of the Company.

M/s. Vivek Surana & Associates, Practicing Company Secretaries have given their consent to act as the Secretarial Auditor of the Company and have confirmed that their appointment, if made, will be within the limit specified under section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as secretarial auditor in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable Regulations.

The Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility, qualification, experience, independent assessment & expertise in providing secretarial audit related services.

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members of the Company are required to approve the appointment of M/s. Vivek Surana & Associates, Practicing Company Secretaries as Secretarial Auditor and the Remuneration payable to M/s. Vivek Surana & Associates, Practicing Company Secretaries will be as mutually agreed between Board of Directors and Secretarial Auditor.

The Board recommend the aforesaid resolutions as set out at Item No. 7 of the Notice for the approval by the members as Ordinary Resolution.

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

DISCLOSURES PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Sl. No.	Particulars	Details
1.	Name of the Director and DIN	Mrs. Vinita Raj Narayanam and 09319780
2.	Age	55 years
3.	A brief resume of the director/Qualifications	Mrs. Vinita Raj Narayanam has completed her master's in software engineering from Aptech Computer Education and has a Bachelor of Science from University of Pune. She has an experience and expertise of ten years in IT, Training and quality management by designing, developing, an implementing quality system standard, and software engineering processes. She has also worked as a counsellor and faculty of Aptech Computer Education, Pune.
4.	Nature of expertise in specific functional areas/Experience	Specialize in quality management designing, developing, and implementing quality systems standard and software engineering processes.
5.	Disclosure of relationships between Directors inter-se, Manager and other Key Managerial Personnel of the company	Mrs. Vinita Raj Narayanam is sister of Mrs. Anjana Ramesh Thakker, Non-Executive Director of the Company
6.	Names of listed entities in which person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and	None
7.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not Applicable
8.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
9.	Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid and the	<u>Terms and conditions of appointment or re-appointment:</u> Director who retires by rotation and being eligible,

	remuneration last drawn	offers herself for re-appointment as a director liable to retire by rotation <u>Remuneration sought to be paid:</u> The proposal is for appointment as a non-executive director on retirement by rotation <u>Remuneration last drawn:</u> Nil
10.	Date of first appointment on the Board	March 4, 2022
11.	Shareholding in the company	12,21,850 (60.88%) equity shares of Rs. 10/- each of the Company
12.	The number of Meetings of the Board attended during the year	Financial Year 2024-25: She has attended 10 out of total 10 Board meetings held. Financial Year 2025-26 (till the date of this Notice): She has attended 2 out of total 2 Board meetings held
13.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	RAN Ventures Private Limited