



# Exato Technologies Limited

(Formerly Known as Exato Technologies Private Limited)

To,  
All the members, directors and auditors,  
Exato Technologies Limited.

Shorter Notice is hereby given that 08<sup>th</sup> (Eighth) Annual General Meeting of the Members of Exato Technologies Limited (Previously known as Exato Technologies Private Limited) will be held on Monday, the 25<sup>th</sup> day of August, 2025 at the Registered Office of the Company Situated at: A-33, 02<sup>nd</sup> Floor, Sector-2, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301 at 04:00 P.M., to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:

- (a) "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution."

- (b) "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution."

2. **To re-appoint M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N) as Statutory Auditors of the Company for the F.Y. 2025-26 to 2029-30 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:**

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof for the time being in force), and upon recommendation made by Board of Directors through its '03<sup>rd</sup> of 2025-26' meeting held on 14.08.2025, M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N and Peer Review Certificate No.- 019690) be and are hereby re-appointed as Statutory Auditors of the Company for F.Y. 2025-26 to 2029-30."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

3. **To re-appoint Mr. Abhijeet Sinha (DIN: 11100685) as Non-Executive Director of the Company who is retiring by rotation and who, being eligible, has offered himself for re-appointment and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof for the time being in force), letter of willingness received from him and upon recommendation made by Board of Directors through its '03<sup>rd</sup> of 2025-26' meeting held on 14.08.2025, Mr. Abhijeet Sinha (DIN: 11100685) who is retiring by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company whose terms of office shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution."

**SPECIAL BUSINESS:**

4. **To authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(c) of the Companies Act, 2013 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members of the company be and is hereby accorded providing authority to board to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), from the financial institutions, Company’s bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only).”

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution.”

5. **To empower Board of Directors of the Company for creation of security on the properties of the company, both present and future in favour lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies Act, 2013 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded providing authority to board for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly

convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc.”

**“RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution.”

- 6. To authorize Board of Directors of the Company to make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the company be and is hereby accorded providing authority to board for making



investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolution."

**7. To approve Initial Public Offer of equity shares of the Company and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:**

**"RESOLVED THAT** pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME/Startups/EMERGE platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI") Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities granting such, the consent of members of the Company be and is hereby accorded to issue, offer and allot UPTO 28,50,000 (Twenty-eight Lakhs

and Fifty Thousand Only) equity shares of the Company of face value of ₹ 10 each, consisting of Fresh issue of UPTO 24,50,000 (Twenty-four Lakhs and Fifty Thousand Only) equity shares of the Company of face value of ₹ 10 each (the “Equity Shares”), pursuant to a fresh issue (the “Fresh Issue”) and certain existing shareholder/s of the Company may offer for sale upto 400,000 (Four Lakhs only) Equity Shares held by them which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the “Offer for Sale” and such shareholder/s, the “Selling Shareholder/s”; the Offer for Sale together with the Fresh Issue, the “Offer” or the “IPO”), on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).”

**“RESOLVED FURTHER THAT** such equity shares may also include allocation to the Market Maker(s) in compliance with SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** such of these equity shares may also be issued on Pre-IPO Placement (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner, if any, and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalise and execute any document or agreement and any amendments or supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.”

**“RESOLVED FURTHER THAT** such of these equity shares to be issued as are not subscribed may be disposed of by Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/Investment Institutions/Foreign Institutional Investors/Bodies Corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Marker(s), Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation

to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Book Running Lead Manager/Lead Manager for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the Concerned authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.”

**“RESOLVED FURTHER THAT** in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.”

**“RESOLVED FURTHER THAT** the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).”

**“RESOLVED FURTHER THAT** for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorised to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposed and terms of the Issue/Offer, including the price of the Equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares.”

**“RESOLVED FURTHER THAT** for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making

and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.”

**“RESOLVED FURTHER THAT** the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.”

**“RESOLVED FURTHER THAT**

- i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- ii. Details of all monies utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;
- iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.”

**“RESOLVED FURTHER THAT** the Board and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may

in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members."

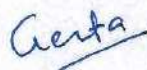
**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to the aforesaid resolutions."

Registered Office: A-33, 02<sup>nd</sup> Floor,  
Sector-2, Noida, Gautam Buddha  
Nagar, Uttar Pradesh, India, 201301

By order of the Board of Directors

For: Exato Technologies Limited



(Geeta Jain)

Company Secretary

Contact No.: 0120-3210402

Email id: compliance@exato.ai

Place: Noida

Date: 21.08.2025

**NOTES:**

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member.
2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 (Forty-eight) hours before the commencement of the meeting. The proxy form for the AGM is enclosed herewith.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect to Special Business set out in the Notice is annexed.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company's registered office a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting not less than 48 (Forty-eight) hours before the commencement of the meeting.
5. During the period beginning 24 (Twenty-four) hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
6. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
7. Relevant documents referred to in the Notice are open for inspection by the members at the Company's registered office on all working days (that is, except Saturdays, Sundays, and Public Holidays) during business hours up to the date of the AGM. The aforesaid documents will also be available for inspection by the members at the Meeting.
8. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Kfin Technologies Limited having its office at: Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032.
9. Route-map to the venue of the Meeting is provided at the end of the Notice.



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

### **Item No. 4**

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the company by way of a special resolution, borrow money where the money to be borrowed, together with the money already borrowed, exceeds the aggregate of its paid-up share capital, securities premium, and free reserves (excluding temporary loans obtained from the Company's bankers in the ordinary course of business).

#### **Financial details of the Company with reference to the aforesaid are as follows:**

Paid-up Share Capital: ₹7,61,53,710

Securities Premium: ₹5,42,97,513

Free Reserves: ₹29,85,50,373

Total (as per Section 180): ₹42,90,01,596

Money already borrowed: ₹9,68,36,635

In order to meet the future business requirements, expansion plans, working capital needs, and other funding necessities, it is proposed to enhance the borrowing limits to ₹100 Crore.

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '03<sup>rd</sup> of 2025-26' meeting held on 14.08.2025. Board of Directors accordingly recommends the proposed special resolution to the shareholders of the Company for their consideration and approval.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the proposed resolution.

### **Item No. 5**

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company cannot sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the company without the consent of the shareholders by way of a special resolution.

Creation of mortgage, charge, pledge, hypothecation, or any other form of security over the assets of the Company, whether movable or immovable, tangible or

intangible, present or future, in favour of lenders, is deemed to be disposal of the whole or substantially the whole of the undertaking within the meaning of Section 180(1)(a).

The Board, under Section 180(1)(c), has proposed seeking shareholders' approval for borrowing up to ₹100 crore. For securing the loans or other credit facilities availed/to be availed within this limit, it is necessary to create appropriate charges or securities over the assets of the Company.

Such securities may be created in favour of various lenders, debenture trustees, agents, or government agencies, as may be required under the terms of the relevant agreements.

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '03<sup>rd</sup> of 2025-26' meeting held on 14.08.2025. Board of Directors accordingly recommends the proposed special resolution to the shareholders of the Company for their consideration and approval.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the proposed resolution.

#### **Item No. 6**

According to Section 186(2) and 186(3) of the Companies Act, 2013, the Board of Directors may give loans, guarantees, provide security, or make investments in any person or body corporate up to:

- **60% of the paid-up share capital, securities premium account, and free reserves, or**
- **100% of securities premium account and free reserves,**

whichever is higher, without the approval of shareholders by way of special resolution.

Any investment, loan, guarantee, or security exceeding these limits requires prior approval of the shareholders by special resolution.

**Financial details of the Company with reference to the aforesaid are as follows:**

<b>Particulars</b>	<b>Amount (₹)</b>
60% of Paid-up Capital, Securities Premium & Free Reserves	25,74,00,958
100% of Securities Premium & Free Reserves	35,28,47,886
<b>Higher of the above</b>	<b>35,28,47,886</b>

<b>Particulars</b>	<b>Amount (₹)</b>
Loan already given	0
Investment made	46,92,678
Guarantee given	0
<b>Total under Section 186</b>	<b>46,92,678</b>

At present, the Company's total exposure under Section 186 is well within the prescribed limit.

In order to facilitate future expansion, potential acquisitions, joint ventures, strategic investments, or lending opportunities, it is proposed that the Board recommend to the shareholders to authorize the Board to make investments, provide loans, give guarantees, or offer security beyond the limit specified under Section 186(2), up to an aggregate amount not exceeding ₹ 100 Crore.

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '03<sup>rd</sup> of 2025-26' meeting held on 14.08.2025. Board of Directors accordingly recommends the proposed special resolution to the shareholders of the Company for their consideration and approval.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the proposed resolution.

#### **Item No. 7**

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of ₹ 10 each (the "Equity Shares"), for cash 24,50,000 (Twenty-Four Lakhs and Fifty Thousand) Equity Shares pursuant to a fresh issue (the "Fresh Issue") (including the pre-ipo placement, if any) and certain existing shareholders of the Company may offer for sale such number of Equity Shares held by them which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the "Offer for Sale" and such shareholders, the "Selling Shareholders"; the Offer for Sale together with the Fresh Issue, the "Offer" or the "IPO"), on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law. The Equity Shares allotted/transferred shall rank in all respects pari passu with the existing

Equity Shares of the Company including any rights in respect of dividend payable for the entire year after the date of allotment.

The Selling Shareholders must convey their approval by way of a duly executed consent letter addressed to CS Geeta Jain, Company Secretary, to be sent to the registered office of the Company, by way of e-mail or registered post.

The Equity Shares are proposed to be listed on the BSE/NSE as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with the said Stock Exchange.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the "Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

The proceeds of the Fresh Issue are to be utilised for the purposes that shall be disclosed in the DRHP, RHP and the Prospectus to be filed with Stock Exchanges and RoC, as applicable in connection with the IPO. The Stock Exchange has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The proceeds of the Offer for Sale by the Selling Shareholders, will not be received by the Company.

The Directors or the Key Managerial Personnel may apply for the Equity Shares in the various categories under the IPO in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

No change in control of the Company or its management is intended or expected pursuant to the IPO. Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-IPO placement of Equity Shares prior to filing of the RHP relating to the IPO with the Registrar of Companies, Kanpur, price at which such pre-IPO placement shall be made shall be subject to prevailing market conditions and shall be decided by the Company in consultation with the book running lead managers to the IPO. In the event of happening of Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of such Pre-IPO Placement, subject to compliance with the minimum net offer size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by

various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

All the Directors, Key managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and their proposed participation in the Offer for Sale in the Offer and Equity Shares, which may be subscribed for and allotted in their names.

**Registered Office: A-33, 02<sup>nd</sup> Floor,  
Sector-2, Noida, Gautam Buddha  
Nagar, Uttar Pradesh - 201301**

**By order of the Board of Directors**

**For: Exato Technologies Limited**

**Place: Noida  
Date: 21.08.2025**

  
**(Geeta Jain)  
Company Secretary  
Contact No.: 0120-3210402  
Email id: compliance@exato.ai**

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
**Companies**

**(Management and Administration) Rules, 2014]**

**CIN:** U74999UP2016PLC228280

**Name of the company:** Exato Technologies Limited

**Registered office:** A-33, 02nd Floor, Sector-2, Noida, Gautam Buddha Nagar, Noida,  
Uttar Pradesh – 201301

**Name of the member (s):**

**Registered address:**

**E-mail ID:**

**Folio No.**

I/We, being the member (s) of ..... shares of the above named company, hereby  
appoint

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
08<sup>th</sup> (Eighth) Annual General Meeting of the Company, to be held on Monday the 25<sup>th</sup>  
day of August, 2025 at 04:00 P.M. at registered office of the Company situated at: A-  
33, 02<sup>nd</sup> Floor, Sector-2, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201301  
and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1.	To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2025.			
2.	To re-appoint M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N) as Statutory Auditors of the Company for the F.Y. 2025-26 to 2029-30.			
3.	To re-appoint Mr. Abhijeet Sinha (DIN: 11100685) as Non-Executive Director of the Company who is retiring by rotation and who, being eligible, has offered himself for re-appointment.			
4.	To authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(c) of the Companies Act, 2013.			
5.	To empower Board of Directors of the Company for creation of security on the properties of the company, both present and future in favour lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies Act, 2013.			
6.	To authorize Board of Directors of the Company to make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.			
7.	To approve Initial Public Offer of equity shares of the Company.			

Signed this..... day of..... 2025

Affix Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the “for, against or abstain” column blank against the resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

### ATTENDANCE SLIP

08<sup>th</sup> (Eighth) Annual General Meeting of Exato Technologies Limited held on Monday, the 25<sup>th</sup> day of August, 2025 at 04:00 P.M. at the registered office of the Company situated at: A-33, 02<sup>nd</sup> Floor, Sector-2, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201301.

Registered Folio No.: \_\_\_\_\_

Name of the \*member/proxy: \_\_\_\_\_

Number of shares held: \_\_\_\_\_

I certify that I am a \*member/proxy for the member of the Company.

I hereby record my presence at the 08<sup>th</sup> (Eighth) Annual General Meeting of Exato Technologies Limited held on Monday, the 25<sup>th</sup> day of August, 2025 at 04:00 P.M. at the registered office of the Company situated at: A-33, 02<sup>nd</sup> Floor, Sector-2, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201301.

\_\_\_\_\_

Signature of the \*member/proxy

*Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the AGM.*

\*Strike-off whichever is not applicable

## ROUTE MAP OF THE REGISTERED OFFICE OF THE COMPANY

