



Exato

Exato Technologies Pvt. Ltd.

GSTIN: 09AAECE2712N1Z1
CIN No. U74999DL2016PTC299951

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

Shorter Notice is hereby given that "02nd of 2025-26" Extra-Ordinary General Meeting (EGM) of the members of M/s Exato Technologies Private Limited will be held on Tuesday, the 17th day of June, 2025 at A-33, 02nd Floor, Sector-2, Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh at 04:00 P.M., to transact the following business:

SPECIAL BUSINESS:

1. To appoint Mr. Appuorv Kumar Sinha (DIN: 07918398), existing Executive Director of the Company as Chairman and Managing Director, to approve terms and conditions of such appointment 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 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and enabling provisions of Articles of Association of the Company and on the recommendation of Board of Directors of the Company at its meeting held on 14.06.2025, consent of shareholders of the Company be and is hereby accorded to appoint Mr. Appuorv Kumar Sinha (DIN: 07918398), existing Executive Director of the Company as Chairman and Managing Director for a period of 5 (five) years with effect from 18.06.2025 to 17.06.2030 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Appuorv Kumar Sinha."

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

Registered office: 2/18A, Basement, Jangpura- A New Delhi, 110014
Corporate Office: A33, 2nd Floor, Sector-2, Noida -201301 UP
Email ID: account@exatotechnologies.com | <https://exato.ai/>

2. To appoint Mrs. Swati Sinha (DIN: 09394596), existing Executive Director of the Company as Whole-time Director, to approve terms and conditions of such re-appointment 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 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and enabling provisions of Articles of Association of the Company and on the recommendation of Board of Directors of the Company at its meeting held on 14.06.2025, consent of shareholders of the Company be and is hereby accorded to appoint Mrs. Swati Sinha (DIN: 09394596), existing Executive Director of the Company as Whole-time Director, liable to retire by rotation, for a period of 5 (five) years with effect from 18.06.2025 to 17.06.2030 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of her appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mrs. Swati Sinha."

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

3. To approve the payment of managerial remuneration to the Managing Director and the Whole-time Director, exceeding 5% of the net profits of the Company individually and 10% in aggregate, for the financial year 2025-26 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 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Board of Directors of the Company at its meeting 14.06.2025, approval of shareholders of the Company be and is hereby accorded for payment of managerial remuneration to the Managing Director and the Whole-time Director, exceeding 5% of the net profits of the Company individually and 10% in aggregate, for the financial year 2025-26."

"RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above said resolution."

4. **To approve the payment of managerial remuneration of F.Y. 2025-26 in excess of 11% (Eleven Per cent) of net profit and limit specified under Schedule V 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 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Board of Directors of the Company at its meeting held on 14.06.2025, approval of shareholders of the Company be and is hereby accorded for payment of managerial remuneration of F.Y. 2025-26 in excess of 11% (Eleven Per cent) of net profits of the Company and limit specified under Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above said resolution."

5. **To convert the Company from Private Limited to Public Limited 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 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on recommendation of Board of Directors of the Company at its meeting held on 14.06.2025, and subject to the approval of the Registrar of Companies and other regulatory authorities as may be required, consent of shareholders of the Company be and is hereby accorded to convert the Company from a Private Limited Company to a Public Limited Company."

"RESOLVED FURTHER THAT the name of the Company be changed from Exato Technologies Private Limited to Exato Technologies Limited, and the words "Private Limited" wherever appearing in the Memorandum and Articles of Association of the Company be substituted with the word "Limited"."

"RESOLVED FURTHER THAT the existing Articles of Association of the Company be and are hereby replaced with a new set of Articles of Association applicable to a Public Limited Company."

"RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts; deeds and things as may be required to give effect to the above said resolution."

6. **To appoint Mr. Vijay Kumar Tyagi (DIN: 10103631) as an Independent Director (Non-Executive) of the Company, 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon approval and recommendation of Board of Directors of the Company at its meeting held on 14.06.2025, consent of shareholders of the Company be and is hereby given to appoint Mr. Vijay Kumar Tyagi (DIN: 10103631) as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from 18.06.2025 and ending on 17.06.2028."

"RESOLVED FURTHER THAT the terms and conditions of his appointment, including sitting fees, if any, be determined by the Board of Directors, in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company."

"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."

7. **To appoint Dr. Omkar Rai (DIN: 01364223) as an Independent Director (Non-Executive) of the Company, 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon approval and recommendation of Board of Directors of the

Company at its meeting held on 14.06.2025, consent of shareholders of the Company be and is hereby given to appoint Dr. Omkar Rai (DIN: 01364223) as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from 18.06.2025 and ending on 17.06.2028."

"RESOLVED FURTHER THAT the terms and conditions of his appointment, including sitting fees, if any, be determined by the Board of Directors, in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company."

"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."

By order of the Board of Directors
For: Exato Technologies Private Limited



(CS Geeta Jain)
Company Secretary

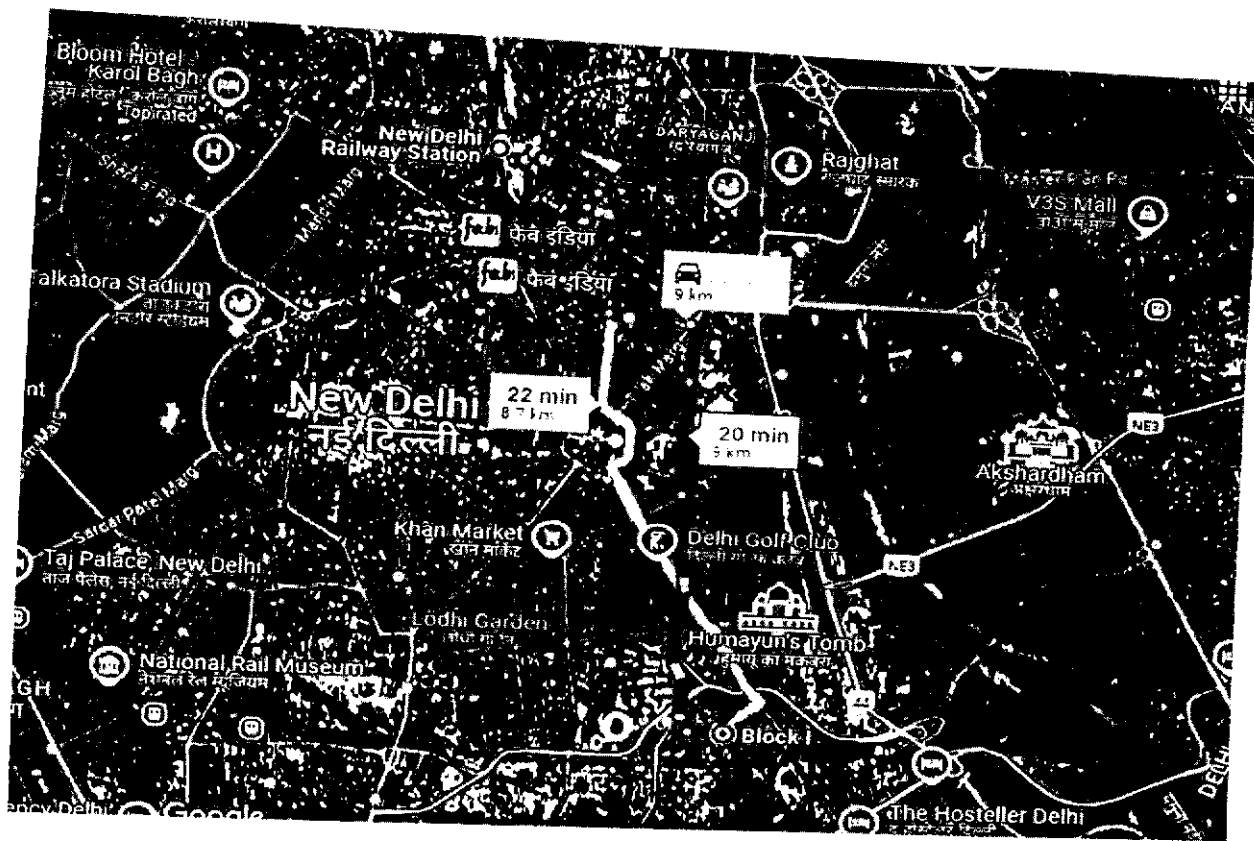
Contact No.: +91 9810430894

Email id: geeta@exato.ai

Date: 14.06.2025

Place: Noida

ROUTE MAP OF THE REGISTERED OFFICE OF THE COMPANY



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: U74999DL2016PTC299951

Name of the company: Exato Technologies Private Limited

Registered office: 2/18-A, Basement, Jangpura-A, Jungpura, South Delhi, New Delhi –
110014.

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
'02nd of 2025-26' Extra-Ordinary General Meeting (EGM) of the Company, to be held
on Tuesday, the 17th day of June, 2025 at 04:00 P.M. at A-33, 02nd Floor, Sector-2,
Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh and at any adjournment
thereof in respect of such resolutions as are indicated below:

ATTENDANCE SLIP

'02nd of 2025-26' Extra-Ordinary General Meeting (EGM) of M/s Exato Technologies Private Limited held on Tuesday, the 17th day of June, 2025 at 04:00 P.M. at A-33, 02nd Floor, Sector-2, Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh.

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 '02nd of 2025-26' Extra-Ordinary General Meeting (EGM) of M/s Exato Technologies Private Limited held on Tuesday, the 17th day of June, 2025 at 04:00 P.M. at A-33, 02nd Floor, Sector-2, Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh.

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 EGM.

*Strike-off whichever is not applicable

Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1.	To appoint Mr. Appuorv Kumar Sinha (DIN: 07918398), existing Executive Director of the Company as Chairman and Managing Director and to approve terms and conditions of such appointment			
2.	To appoint Mrs. Swati Sinha (DIN: 09394596), existing Executive Director of the Company as Whole-time Director and to approve terms and conditions of such re-appointment			
3.	To approve the payment of managerial remuneration to the Managing Director and the Executive Director, exceeding 5% of the net profits of the Company individually and 10% in aggregate, for the financial year 2025-26.			
4.	To approve the payment of managerial remuneration of F.Y. 2025-26 in excess of 11% (Eleven Per cent) of net profit and limit specified under Schedule V of the Companies Act, 2013.			
5.	To convert the Company from Private Limited to Public Limited.			
6.	To appoint Mr. Vijay Kumar Tyagi (DIN: 10103631) as an Independent Director (Non-Executive) of the Company			
7.	To appoint Dr. Omkar Rai (DIN: 01364223) as an Independent Director (Non-Executive) of the Company			

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

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

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

Item No. 1

Pursuant to the provisions of Sub-section 2 of Section 196 of the Companies Act, 2013; no company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time. It further provides that no re-appointment shall be made earlier than one year before the expiry of his term.

Further sub-section 4 of Section 196 of the Companies Act, 2013 states that subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions Specified in Part I of that Schedule. It further provides that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or directors in such appointments, if any.

Mr. Appuorv Kumar Sinha (DIN: 07918398) was appointed as Executive Director of the Company with effect from 07.12.2017 for an initial term of three years, and was subsequently re-appointed for a further period of five years with effect from 07.12.2020. Considering his deep knowledge of the Company's operations, strategic insight and extensive business experience, the Board of Directors is of the opinion that, for the continued smooth and efficient functioning of the business, his elevation as Chairman and Managing Director would be in the best interest of the Company.

The main terms and conditions for the appointment of Mr. Appuorv Kumar Sinha as Chairman and Managing Director, are as follows:

DURATION

Mr. Appuorv Kumar Sinha shall hold the office and act as the Chairman-cum-Managing Director of the Company for a period of 5 (five) years with effect from 18.06.2025 to 17.06.2030.

NOTES:

1. A member entitled to attend and vote at the EGM 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 EGM is enclosed herewith.
3. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business set out in the accompanying 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 the duly filled Attendance Slip enclosed herewith to attend the meeting.
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 during business hours up to the date of the EGM. 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.

Club Membership: Club Membership Allowance shall be upto Rs. 3,00,000/- (Rupees Three Lacs Only) per year.

Board of Directors of the Company at its meeting held on 14.06.2025 has approved the aforesaid appointment on such terms and conditions as mentioned above.

Further, in accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment of Mr. Appuorv Kumar Sinha as Chairman and Managing Director and the terms and conditions of such appointment require approval of members by Special Resolution. Therefore, the Board recommends the Resolution at Item No. 1 for approval of shareholders.

Save and except Mr. Appuorv Kumar Sinha and his relatives Mrs. Swati Sinha (Spouse) and Mr. Abhijeet Sinha (Brother), to the extent of their shareholding interest, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Information in pursuance of Part – II of Schedule V of the Companies Act, 2013:

I. General information:

- (1) **Nature of industry:** IT (Information Technology) and ITES (Information Technology Enabled Services).
- (2) **Date or expected date of commencement of commercial production:** Not Applicable (Company is an existing company).
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) **Financial performance based on given indicators:**

(Amount in Lacs based on Audited Financial Statements of F.Y. 2023-24)

Particulars	Year ended	Year ended
	31 st March, 2024	31 st March, 2023
Revenue from operation	11,390.73	7,276.27
Other Income	100.05	36.84

DUTIES

Mr. Appuorv Kumar Sinha shall exercise and perform such duties as the Board of Directors of the Company shall from time to time determine and subject to any directions and restrictions from time to time, given and proposed by the Board, he shall have the general Control, Management and Superintendence of the business of the Company with power to appoint and dismiss employees and to enter into contracts on behalf of the Company in ordinary course of business and to do and perform all other acts and deeds and things, which in the ordinary course of business, he may consider necessary or, proper or in the interest of the Company.

REMUNERATION

Mr. Appuorv Kumar Sinha, by way of remuneration for his services as Chairman-cum-Managing Director, shall be entitled to receive from the Company, the compensation as per the following table and subject to the terms and conditions specified thereafter:

Particulars	Per Annum (in Rs.)
Basic	19,92,800
HRA	9,96,400
Conveyance	19,200
Special Allowance	17,19,464
PF Employer Contribution	2,39,136
Medical	15,000
Total	49,82,000

Basic Salary: Rs. 1,66,067/- (Rupees One Lac Sixty-six Thousand and Sixty-seven only) per month with annual increment not exceeding Rs. 80,000/- (Rupees Eighty Thousand Only) per month as may be decided by Board of Directors from time to time.

Commission: At a rate not exceeding 3% of the net profit of the Company. Actual commission to be paid shall be decided by the Board of Directors, for each financial year.

Perquisites:

Housing: House Rent Allowance which shall be 50% of basic salary.

P.F. and Gratuity: As per the rules applicable in the Company.

- **Featured Industry Speaker** – Regularly invited to speak at major summits such as Acumatica Summit, CX Asia, and NICE Interactions, addressing trends in AI, digital experience, and enterprise analytics

(4) **Job profile and his suitability:** Mr. Appuorv Kumar Sinha plays a multidimensional leadership role involving:

- **Strategic Visioning:** Steering Exato.ai's global roadmap across AI-led CX, analytics, and digital transformation
- **Enterprise Growth:** Overseeing partnerships with leading technology platforms such as NICE, Mitel, Yellow.ai, and Acumatica
- **Operational Excellence:** Managing delivery centers across India, Singapore, the U.S., and the UK, ensuring service quality and innovation
- **Sustainable Business Practices:** Embedding sustainability through automation-led efficiencies, reduction in manual intervention, and data-driven decisions to lower operational risks and costs.

Given his in-depth understanding of the Company's operations and his extensive business experience, the Board of Directors believes that his continued association is vital for the smooth and efficient functioning of the business. His services are considered indispensable to the Company.

(5) **Remuneration proposed:** As mentioned above

(6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

(7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** He is Executive Director-cum-Promoter of the Company since 7th December, 2017 and drawing remuneration. He is spouse of Mrs. Swati Sinha (Executive Director-cum-Promoter) and brother of Mr. Abhijeet Sinha (Non-Executive Director).

III. Other information:

(1) **Reasons of loss or inadequate profits:** The Company has generally performed satisfactorily. However, due to certain external factors beyond its control, there was

Total Revenue	11,490.78	7,313.11
Less: Expenses	10,630.59	6,793.78
Profit/(Loss) before Extraordinary Items and Taxes	860.20	519.33
Less: Extraordinary Items	-	-
Profit/(Loss) before tax	860.20	519.33
Tax Expenses		
Current Tax	254.46	88.22
MAT Credit Entitlement	-	88.22
Deferred tax	10.15	0.62
Profit/Loss for the year	615.88	519.95

(5) **Foreign investments or collaborations, if any:** The Company has total investments of Rs. 16.93 lakhs (as per audited financial statements of F.Y. 2023-24) in two wholly-owned foreign subsidiaries.

II. Information about the appointee:

(1) **Background details:** He has been serving the Company as Executive Director-cum-Promoter since December 2017 and is also serving as Director in its wholly-owned subsidiaries since their respective incorporation. With over two decades of experience in Customer Experience (CX), Analytics, and Enterprise Technology, he brings a strong blend of strategic and technical expertise to the organization. Academically, he holds a Ph.D. in Customer Experience and Decision Analytics, an MBA with a specialization in Strategy and Technology Management, and a Bachelor's degree in Engineering in Computer Science and Information Systems. He has led the company to become a globally recognized brand across the U.S., UK, APAC, and India, serving over 100 enterprise clients with cutting-edge automation and analytics solutions.

(2) **Past remuneration (during the F.Y. 2024-25):** Rs. 73,38,000/- (Rupees Seventy-three Lacs and Thirty-eight Thousand Only).

(3) **Recognition or awards:**

- **Top CX Partner in APAC** – Awarded by NICE for multiple years of impactful delivery and innovation.
- **CX Innovator of the Year** – For pioneering conversational AI and workflow automation at enterprise scale.
- **Entrepreneurial Excellence Award** – Recognizing the successful global expansion of Exato.ai

a temporary impact on profitability. The situation has started to improve, and the Company expects better performance in the near future.

(2) **Steps taken or proposed to be taken for improvement:** The Company is focusing on strengthening its operational capabilities, exploring new business opportunities, and enhancing efficiency through technological and infrastructural upgrades. These measures are aimed at supporting sustainable growth and improving financial performance.

(3) **Expected increase in productivity and profits in measurable terms:** With the implementation of these strategic initiatives, the Company anticipates an increase in turnover by approximately 20% to 30%, along with a corresponding improvement in profitability.

Details of Mr. Appuorv Kumar Sinha pursuant to the provisions Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Item No. 2

Pursuant to the provisions of Sub-section 2 of Section 196 of the Companies Act, 2013; no company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time. It further provides that no re-appointment shall be made earlier than one year before the expiry of his term.

Further sub-section 4 of Section 196 of the Companies Act, 2013 states that subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions Specified in Part I of that Schedule. It further provides that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or Directors in such appointments, if any.

Mrs. Swati Sinha (DIN: 09394596) was appointed as an Additional Director of the Company with effect from 10.11.2021. Her appointment was subsequently regularized by shareholders of the Company at the Annual General Meeting held on 30.09.2022 as Executive Director for a period of 3 (three years). Given her comprehensive knowledge of the Company's operations, strategic foresight, and

significant business expertise, the Board of Directors is of the view that her elevation to the role of Whole-time Director will contribute meaningfully to the Company's sustained growth and efficient management.

The main terms and conditions for the appointment of Mrs. Swati Sinha as Whole-time Director, are as follows:

DURATION

Mrs. Swati Sinha shall hold the office and act as Whole-Time Director of the Company for a period of 5 (five) years with effect from 18.06.2025 to 17.06.2030. As per Section 152(6) of the Companies Act, 2013, the appointment is subject to retirement by rotation.

DUTIES

Her role and duties will be those normally required of a Whole-time Director under the Companies Act, 2013.

REMUNERATION

Mrs. Swati Sinha, by way of remuneration for her services as Whole-time Director, shall be entitled to receive from the Company, the compensation as per the following table and subject to the terms and conditions specified thereafter:

Particulars	Per Annum (in Rs.)
Basic	5,28,000
HRA	2,64,000
Conveyance	19,200
Medical	15,000
Special Allowance	4,30,440
PF Employer Contribution	63,360
Total	13,20,000

Basic Salary: Rs. 44,000/- (Rupees Forty-four Thousand Only) per month with annual increment not exceeding Rs. 25,000/- (Rupees Twenty-five Thousand) per month as may be decided by Board of Directors from time to time.

Commission: At a rate not exceeding 2 % of the net profits of the Company. Actual commission to be paid shall be decided by the Board of Directors, for each financial year.

Perquisites:

Housing: House Rent Allowance which shall be 50% of basic salary.

P.F. and Gratuity: As per the rules applicable in the Company.

Club Membership: Club Membership Allowance shall be upto Rs. 3,00,000/- (Rupees Three Lacs Only) per year.

Board of Directors of the Company at its meeting held on 14.06.2025 has approved the aforesaid appointment on such terms and conditions as mentioned above.

Further, in accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment of Mrs. Swati Sinha as Whole-time Director and the terms and conditions of such appointment require approval of members by Special Resolution. Therefore, the Board recommends the Resolution at Item No. 2 for approval of shareholders.

Save and except Mrs. Swati Sinha and her relative Mr. Appuorv Kumar Sinha (Spouse), to the extent of their shareholding interest, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Information in pursuance of Part – II of Schedule V of the Companies Act, 2013:

I. General information:

(1) Nature of industry: IT (Information Technology) and ITES (Information Technology Enabled Services).

(2) Date or expected date of commencement of commercial production: Not Applicable (Company is an existing company).

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(4) Financial performance based on given indicators:

(Amount in Lacs based on Audited Financial Statements of F.Y. 2023-24)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Revenue from operation	11,390.73	7,276.27
Other Income	100.05	36.84
Total Revenue	11,490.78	7,313.11
Less: Expenses	10,630.59	6,793.78
Profit/(Loss) before Extraordinary Items and Taxes	860.20	519.33
Less: Extraordinary Items	-	-
Profit/(Loss) before tax	860.20	519.33
Tax Expenses		
Current Tax	254.46	88.22
MAT Credit Entitlement	-	88.22
Deferred tax	10.15	0.62
Profit/Loss for the year	615.88	519.95

(5) **Foreign investments or collaborations, if any:** The Company has total investments of Rs. 16.93 lakhs (as per audited financial statements of F.Y. 2023-24) in two wholly-owned foreign subsidiaries.

II. Information about the appointee:

(1) **Background details:** She has been serving the Company as Executive Director-cum-Promoter since November 2021 and is also serving as director in its wholly-owned subsidiaries since their respective incorporation. With over 12 years of experience in Human Resources, Talent Strategy, Recruitment, and People Operations, she has played a pivotal role in shaping the organization's people practices. She holds an MBA in Human Resource Management from Pune and a Bachelor of Science (Honours) degree.

(2) **Past remuneration (during the F.Y. 2024-25):** Rs. 13,20,000/- (Rupees Thirteen Lacs and Twenty Thousand Only).

(3) **Recognition or awards:** Not significant

(4) **Job profile and his suitability:** As Executive Director, she leads core human capital functions that drive organizational success. Her key responsibilities include:

- **Strategic HR Planning:** Designing and leading recruitment strategies to scale workforce capabilities globally

- **Talent Development:** Creating frameworks for training, induction, and employee growth
- **Performance Management:** Driving performance evaluation systems based on key result areas and KPIs
- **Employee Engagement:** Fostering a positive and inclusive culture that enhances retention and productivity
- **HR Governance:** Ensuring policy compliance, structured processes, and leadership hiring frameworks

She is instrumental in bridging business goals with people excellence through structured HR programs and continuous improvement.

(5) Remuneration proposed: As mentioned above

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Her respective skill sets and experience place her in a correspondingly equal position at major diversified Companies in India. Considering general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: She is Executive Director-cum-Promoter of the Company since 10th November, 2021 and drawing remuneration. She is spouse of Mr. Appuorv Kumar Sinha (Executive Director-cum-Promoter).

III. Other information:

(1) Reasons of loss or inadequate profits: The Company has generally performed satisfactorily. However, due to certain external factors beyond its control, there was a temporary impact on profitability. The situation has started to improve, and the Company expects better performance in the near future.

(2) Steps taken or proposed to be taken for improvement: The Company is focusing on strengthening its operational capabilities, exploring new business opportunities, and enhancing efficiency through technological and infrastructural upgrades. These measures are aimed at supporting sustainable growth and improving financial performance.

(3) Expected increase in productivity and profits in measurable terms: With the implementation of these strategic initiatives, the Company anticipates an increase in

turnover by approximately 20% to 30%, along with a corresponding improvement in profitability.

Details of Mrs. Swati Sinha pursuant to the provisions Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Item No. 3

Clause (i) of Second Proviso to Sub-section 1 of Section 197 of the Companies Act, 2013 provides that except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such Directors and manager taken together.

On the basis of past trend of profits made and actuals for F.Y. 2025-26 till now, it can be foreseen that managerial remuneration to be paid for the F.Y. 2025-26 to the Managing Director and Whole-time Director may exceed the aforesaid prescribed limit for F.Y. 2025-26.

The aforesaid matter has been taken up by the Board of Directors at its meeting held on 14.06.2025. Board of directors accordingly recommends the proposed special resolution to the members of the Company for their consideration and approval.

Mr. Appuorv Kumar Sinha and Mrs. Swati Sinha may be deemed to be interested in the aforesaid resolution by virtue of holding directorship and shareholding of the Company and receiving remuneration in lieu of same. Further, Mr. Abhijeet Sinha (Brother of Mr. Appuorv Kumar Sinha), Director and Shareholder of the Company may be deemed to be interested in the aforesaid resolution being relative.

Item No. 4

Sub-section 1 of Section 197 of the Companies Act, 2013 provides that the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits.

On the basis of past trend of profits made and actuals for F.Y. 2025-26 till now, it can be foreseen that managerial remuneration for F.Y. 2025-26 may exceed the limit prescribed under Sub-Section 1 of Section 197 of the Companies Act, 2013.

First proviso to Sub-Section 1 of Section 197 of the Companies Act, 2013 states that that the company in general meeting may authorise the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V. Though as per provisions of Schedule V, the Company is eligible for payment of managerial remuneration upto Rs. 84.00 Lacs based on its effective capital, however total remuneration payable to all directors in F.Y. 2025-26 is expected to exceed 11% of the net profit, as such the Company is required to obtain approval for the same in general meeting.

The aforesaid matter has been taken up by the Board of Directors at its meeting held on 14.06.2025. Board of directors accordingly recommends the proposed special resolution to the members of the Company for their consideration and approval.

Mr. Appuorv Kumar Sinha, Mrs. Swati Sinha and Mr. Abhijeet Sinha may be deemed to be interested in the aforesaid resolution by virtue of holding directorship and shareholding of the Company and receiving remuneration in lieu of same.

Item No. 5

The Board of Directors of the Company at its meeting held on 14.06.2025 has considered and approved the proposal for conversion of the Company from a Private Limited Company to a Public Limited Company, subject to the approval of the shareholders and other necessary approvals as may be required.

The proposed conversion is being undertaken with a view to enhance the Company's credibility, improve its access to capital markets, and enable further business expansion. Conversion into a Public Company will enable the Company to invite public investment, broaden its shareholder base, and strengthen its corporate image.

Pursuant to Section 18 of the Companies Act, 2013, a company of any class registered under this Act may convert itself as a company of other class under this Act by alteration of memorandum and articles of the company in accordance with the provisions of the Companies (Incorporation) Rules, 2014. Accordingly, the Company, being presently registered as a private limited company, proposes to convert itself into a public limited company by altering its Memorandum and Articles of Association.

Furthermore, pursuant to Section 14 of the Companies Act, 2013, read with Rule 33 of the Companies (Incorporation) Rules, 2014, such conversion requires the approval of the shareholders by way of a special resolution.

Additionally, as per Section 13(2) of the Companies Act, 2013, any change in the name of a company shall not have effect except with the approval of the Central Government in writing. Provided that no such approval shall be necessary where the only change in the name of the company is the deletion therefrom, or addition thereto, of the word "Private", consequent on the conversion of any one class of companies to another class in accordance with the provisions of this Act.

It further provides that, when any change in the name of a company is made under sub-section (2), the Registrar shall enter the new name in the register of companies in place of the old name and issue a fresh certificate of incorporation with the new name and the change in the name shall be complete and effective only on the issue of such a certificate. Consequently, the Memorandum of Association also needs to be altered to reflect the change in the name of the Company by deleting the word "Private" wherever it occurs.

A copy of the existing and proposed altered Articles of Association are available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the General Meeting. The same is also available at website of the Company www.exato.ai.

The Board recommends the Special Resolution as set out in the accompanying Notice for the approval of the Members.

None of the Director, 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

The Company is planning to convert itself into a public company and the agenda for the proposed conversion is being placed for consideration through the instant notice. In anticipation of the change in its status and the consequent increase in regulatory and governance responsibilities, the Company is taking proactive steps to realign its Board composition in accordance with the requirements applicable to public companies.

Mr. Vijay Kumar Tyagi is a veteran banker with extensive leadership experience across banking operations, credit, risk, compliance, governance, and international banking.

Item No. 7

The Company is planning to convert itself into a public company and the agenda for the proposed conversion is being placed for consideration through the instant notice. In anticipation of the change in its status and the consequent increase in regulatory and governance responsibilities, the Company is taking proactive steps to realign its Board composition in accordance with the requirements applicable to public companies.

Dr. Omkar Rai is a highly respected technocrat with over 30 years of experience in leadership roles across India's Electronics, IT, and innovation ecosystem. He has held key positions such as Director General of Software Technology Parks of India (STPI) and Executive Chairman of Startup Odisha, where he played a transformative role in policy formulation and execution to promote software exports, ESDM growth, and entrepreneurship beyond metros. Dr. Rai is known for his deep understanding of emerging technologies, public policy, and institutional building, having led the creation of over a dozen Centres of Entrepreneurship (CoEs) across India and spearheaded flagship schemes like Electronics Manufacturing Clusters (EMC 2.0) and SMART Lab for semiconductor testing. His collaborative approach has driven strong partnerships between government, academia, and industry, and his contributions are widely acknowledged in both national and international forums.

Dr. Rai is registered with the Independent Directors' databank in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and has submitted a declaration pursuant to Section 149(7) confirming that he meets the independence criteria specified in Section 149(6) of the Companies Act, 2013 and is independent of the management.

In the opinion of the Board, Dr. Omkar Rai fulfils the conditions specified in the Companies Act, 2013 and the applicable rules made thereunder for his appointment as an Independent Director and is independent of the management.

The terms and conditions of his appointment, including remuneration by way of sitting fees, if any, shall be as determined by the Board in accordance with the Companies Act, 2013 and the Articles of Association of the Company.

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '02nd of 2025-26' meeting held on 14.06.2025 to appoint Dr. Omkar Rai as Independent Director of the Company. Board of Directors accordingly recommends the proposed ordinary resolution to the shareholders of the Company for their consideration and approval.

He has held key positions in India and abroad (USA, UK, Nepal, Africa, Middle East, and more), including CVO of Punjab National Bank, where he led vigilance and compliance across 15 entities, and Director (FDI) in the Ministry of Finance, contributing to major FDI policy reforms.

At SBI, he served as GM – International Banking, overseeing 7 subsidiaries and 17 foreign offices, and as Dy. CEO of Nepal SBI Bank, where he led consistent business and efficiency growth. He has also served on the boards of SBI Mauritius, Bank of Bhutan, Nepal SBI Bank, and chaired Bank SBI Botswana.

He currently serves as Independent Director at LeSol City Ltd. and IFCI Infrastructure Development Ltd., and formerly advised on UPI-based payments in Nepal. He is a Certified Corporate Governance Professional, CAIIB, and holds certifications in Blockchain, Cybersecurity, and Risk Management.

Mr. Vijay Kumar Tyagi (DIN: 10103631) is registered with the Independent Directors' databank in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and has submitted a declaration pursuant to Section 149(7) confirming that he meets the independence criteria specified in Section 149(6) of the Companies Act, 2013 and is independent of the management.

In the opinion of the Board, Mr. Vijay Kumar Tyagi (DIN: 10103631) fulfils the conditions specified in the Companies Act, 2013 and the applicable rules made thereunder for his appointment as an Independent Director and is independent of the management.

The terms and conditions of his appointment, including remuneration by way of sitting fees, if any, shall be as determined by the Board in accordance with the Companies Act, 2013 and the Articles of Association of the Company.

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '02nd of 2025-26' meeting held on 14.06.2025 to appoint Mr. Vijay Kumar Tyagi (DIN: 10103631) as Independent Director of the Company. Board of Directors accordingly recommends the proposed ordinary 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.

ANNEXURE TO THE NOTICE

BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT INSTANT EXTRA ORDINARY GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Appuorv Kumar Sinha	Swati Sinha	Vijay Kumar Tyagi	Dr. Omkar Rai
Category & Designation	Chairman and Managing Director	Whole-time Director	Independent Director	Independent Director
Director Identification Number	07918398	09394596	10103631	01364223
Date of Birth (Age)	31.12.1978 (Age - 46)	06.11.1981 (Age - 43)	29.01.1963 (Age-62)	25.12.1964 (Age-60)
Date of appointment on the Board	07.12.2017	10.11.2021	Not Applicable	Not Applicable
Educational Qualification	(i) Ph.D. in Customer Experience & Decision Analytics. (ii) MBA in Strategy & Technology Management. (iii) B.E. in Computer Science & Information Systems.	(i) MBA in Human Resource Management. (ii) Bachelor of Science (Honours) degree.	(i) B. Commerce (Finance & Accountancy); (ii) Certified Associate of Indian Institute of Bankers [CAIIB]; (iii) Certified Corporate Governance Professional (CCGP), Ministry of Corporate Affairs, Govt. of India;	Ph. D in Statistics

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.

By order of the Board of Directors
For: Exato Technologies Private Limited

A handwritten signature in black ink that reads "Geeta" with a horizontal line underneath the name.

(CS Geeta Jain)
Company Secretary

Contact No.: +91 9810430894
Email id: geeta@exato.ai

Date: 14.06.2025
Place: Noida

			<ul style="list-style-type: none"> (iv) Certificate in Blockchain: Understanding its uses and implications [Linux Foundation] (v) Certificate in Introduction to Hyperledger Blockchain technologies [Linux Foundation] (vi) Certificate in Risk Management and Credit Principles [New York Institute of Finance, USA] (vii) Certificate in Cyber security for critical urban infrastructure [MIT, USA] 	
Experience Expertise	20+ Years in Customer Experience (CX), Analytics, and Enterprise Technology	12 years of experience in Human Resources, Talent Strategy, Recruitment, and People Operations	Mr. Vijay Kumar Tyagi is a veteran banker with extensive leadership experience across banking operations, credit, risk, compliance, governance, and international banking. He has held key positions	Dr. Omkar Rai is a highly respected technocrat with over 30 years of experience in leadership roles across India's Electronics, IT, and innovation ecosystem. He has held key

			LeSol City Ltd. and IFCI Infrastructure Development Ltd., and formerly advised on UPI-based payments in Nepal. He is a Certified Corporate Governance Professional, CAIIB, and holds certifications in Blockchain, Cybersecurity, and Risk Management.	testing. His collaborative approach has driven strong partnerships between government, academia, and industry, and his contributions are widely acknowledged in both national and international forums.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Mrs. Swati Sinha, Executive Director and brother of Mr. Abhijeet Sinha, Non-Executive Director of the Company	Spouse of Mr. Appuorv Kumar Sinha, Executive Director	None	None
Shareholding (%age) in the Company	76.59	0.07	None	None
Remuneration last drawn (F.Y. 2024-25)	Rs. 73,38,000/-	Rs. 13,20,000/-	Nil	Nil
Terms and Conditions of appointment/re-appointment	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.
Number of Board Meeting attended during the year	7	7	Not Applicable	Not Applicable

			<p>in India and abroad (USA, UK, Nepal, Africa, Middle East, and more), including CVO of Punjab National Bank, where he led vigilance and compliance across 15 entities, and Director (FDI) in the Ministry of Finance, contributing to major FDI policy reforms.</p> <p>At SBI, he served as GM – International Banking, overseeing 7 subsidiaries and 17 foreign offices, and as Dy. CEO of Nepal SBI Bank, where he led consistent business and efficiency growth. He has also served on the boards of SBI Mauritius, Bank of Bhutan, Nepal SBI Bank, and chaired Bank SBI Botswana.</p> <p>He currently serves as Independent Director at</p>	<p>positions such as Director General of Software Technology Parks of India (STPI) and Executive Chairman of Startup Odisha, where he played a transformative role in policy formulation and execution to promote software exports, ESDM growth, and entrepreneurship beyond metros. Dr. Rai is known for his deep understanding of emerging technologies, public policy, and institutional building, having led the creation of over a dozen Centres of Entrepreneurship (CoEs) across India and spearheaded flagship schemes like Electronics Manufacturing Clusters (EMC 2.0) and SMART Lab for semiconductor</p>
--	--	--	---	--

Other Directorships	<ol style="list-style-type: none"> 1. Exato Infotech Private Limited - Nominee Director 2. Exato.Ai Inc - Director 3. Exato.AI Pte. Ltd. - Director 	<ol style="list-style-type: none"> 1. Exato Infotech Private Limited - Nominee Director 2. Exato.Ai Inc - Director 3. Exato.AI Pte. Ltd. - Director 	<ol style="list-style-type: none"> 1. Lesol City Limited - Independent Director 2. IFCI Infrastructure Development Limited - Independent Director 3. Xanadu Foods Limited - Independent Director 	None
Membership/Chairmanship of Committees of other Board	None	None	IFCI Infrastructure Limited - Member of Nomination and Remuneration Committee	None

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.