



GSTIN: 09AAECE2712N1Z1

CIN: L74999UP2016PLC228280

Exato Technologies Limited

(Formerly Known as Exato Technologies Private Limited)

To,
Manager
Listing Compliance Department
BSE Limited
25th Floor, P. J. Tower, Dalal Street,
Fort, Mumbai- 400 001.

Date: 29th April, 2026

Dear Sir/Madam,

Sub: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") : Notice of Postal Ballot

REF: Exato Technologies Ltd (Scrip Code: 544626)

Pursuant to the Regulation 30 of SEBI LODR, please find enclosed Postal Ballot Notice dated April 29, 2026 which has been sent on April 29, 2026 i.e. today electronically to those shareholders whose names appeared in the Register of Members/ List of Beneficial Owners as on Friday, April 24, 2026 ("Cut-off date") and whose email IDs are registered with KFin Technologies Limited ("KFinTech"), the Registrar & Share Transfer Agent of the Company or the Depository Participant(s), for seeking their approval by means of Postal Ballot through remote e-voting only for the following Special Resolution:

Sr. No.	Particulars
1.	To appoint Dr. Milind Raman Godbole (DIN: 00471609) as Non-Executive Non-Independent Director of the Company and to approve the remuneration payable to him

Further, the shareholders who hold shares as on the cut-off date i.e. Friday, April 24, 2026 shall be entitled for Postal Ballot (including remote e-voting) of the company.

The Notice will be made available on the website of the Company at www.exato.ai.

Please take the same on your records and oblige.

Thanking you,

FOR EXATO TECHNOLOGIES LIMITED

Geeta Jain
Company Secretary & Compliance Officer
Membership No. A13938

Place: Noida
Encl: As above



Exato Technologies Limited

(Formerly Known as Exato Technologies Private Limited)

CIN: L74999UP2016PLC228280

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

E-mail: compliance@exato.ai | Phone: 0120-5240277/278 | [Website: www.exato.ai](http://www.exato.ai)

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (LODR) Regulations, 2015)

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN pursuant to the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (SS-2) and circulars issued by Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated May 05, 2020 read in conjunction with Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as the Circulars) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Exato Technologies Limited (Company) for the business set out hereunder through Postal Ballot by remote electronic voting process (remote e-voting).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (the Board) vide resolution passed by way of circulation on April 29, 2026 has appointed CS Nirbhay Kumar (FCS: F11946, COP No.: 7887), proprietor of M/s. Nirbhay Kumar & Associates, Practicing Company Secretaries, New Delhi, having Peer Review Certificate Number 2441/2022, as Scrutinizer for conducting the Postal Ballot through e-voting process in accordance with the law in a fair and transparent manner. The Scrutinizer's decision on the validity of postal ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the Circulars, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting.

Pursuant to Section 108 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Limited, Registrar and Transfer Agents of the Company (KFintech or RTA), as the agency to provide e-Voting facility for its Shareholders. The Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility which is available at the link: <https://evoting.kfintech.com> and commences from Friday, May 1, 2026 at 09.00 am and concludes on Saturday, May 30, 2026 at 05.00 pm (IST). E-Voting module shall be disabled by KFintech for voting thereafter. Shareholders desiring to exercise their votes are requested to carefully read the information and instructions relating to e-voting provided in the notes to this notice.

The Scrutinizer shall submit his report to the Chairman & Managing Director of the Company after completion of scrutiny of the remote e-voting and the Voting Result shall be declared on or before Monday, June 1, 2026 and thereafter the same (along with Scrutinizer's Report) will be communicated to the Stock Exchange at which the shares of the Company are listed i.e. BSE Limited viz. www.bseindia.com. The results will also be available on the website of the Company at <https://www.exato.ai> and on the website of KFintech at <https://evoting.kfintech.com>.

SPECIAL BUSINESS:

Item No. 1: To appoint Dr. Milind Raman Godbole (DIN: 00471609) as Non-Executive Non-Independent Director of the Company and to approve the remuneration payable to him

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the Articles of Association, the Nomination and Remuneration Policy of the Company and other applicable laws, and upon recommendations made by the Board of Directors of the Company vide resolution passed by way of circulation on April 29, 2026, the consent of the shareholders of the Company be and is hereby accorded to appoint Dr. Milind Raman Godbole (DIN: 00471609) as Non-Executive Non-Independent Director of the Company for a period of 3 (three) years with effect from 01st June, 2026, liable to retire by rotation, on the terms and conditions as set out in the statement annexed to this Postal Ballot Notice.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of the LODR Regulations, the Articles of Association and Nomination and Remuneration Policy of the Company, and upon recommendations made by the Board of Directors of the Company vide resolution passed by way of circulation on April 29, 2026, the consent of the shareholders of the Company be and is hereby accorded for the payment of consolidated annual remuneration of Rs. 50,00,000/- (Rupees Fifty Lakhs Only) to Dr. Milind Raman Godbole for the services to be rendered by him as a Non-Executive Non-Independent Director of the Company, payable in equal monthly payments, with an annual increment of up to 15% on a year-on-year basis, the actual quantum of which shall be determined by the Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of aforesaid remuneration to the aforesaid Non-Executive Non-Independent Director of the Company, during each year of his tenure, which may exceed one per cent (1%) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013.”

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

above resolutions as it may in its absolute discretion deem necessary, proper or desirable.”

**By order of the Board of Directors
For Exato Technologies Limited**

**Sd/-
(Geeta Jain)
Company Secretary & Compliance Officer
Membership No. A13938**

Date: April 29, 2026

Place: Noida

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India, setting out all material facts and reasons in respect of the Special Business set out in Item No. 1 of this Postal Ballot Notice is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the rules related thereto and circular issued by the Ministry of Corporate Affairs, Government of India, the Company is permitted to conduct the postal ballot process through electronic form. In accordance with the Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of Listing Regulations and as per the guidelines issued by the Ministry of Corporate Affairs vide Circulars, the Notice is being sent in electronic mode through e-mail only to all those shareholders whose names appear on the Register of Members / Register of Beneficial Owners as on April 24, 2026 (Cut-Off date) and whose e-mail addresses are registered with the Company or Depository Participant / Depository / RTA.
3. This Postal Ballot Notice shall also be available on the website of the Company at <https://www.exato.ai>, the website of the Stock Exchange on which the Equity Shares of the Company are listed i.e. BSE Limited and the website of RTA of the Company. The availability of this Notice on the Company's website at <https://www.exato.ai> and on the website of the Stock Exchange, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
4. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Cut-Off date i.e. April 24, 2026 shall be considered for the purpose of remote e-Voting for this postal ballot
5. Voting rights of a Shareholder/ beneficial owner shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off date. A person who is not a Shareholder as on the Cut-Off date should treat this Notice for information purpose only.
6. Shareholders are requested to register/update their KYC details including email address with the relevant Depository Participants.
7. The Resolution, if approved, by the Shareholders by means of Postal Ballot (remote e-Voting) is deemed to have been passed at a General Meeting of the Shareholders and the last date of the remote e-Voting i.e. May 30, 2026 shall be the date on which the resolution shall be deemed to have been passed.

8. All the material documents referred to in the Explanatory Statement under Section 102 of the Companies Act, 2013 and rules made thereunder shall be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot.
9. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held.

10. In compliance of the Circulars referred above, Regulation 44 of Listing Regulations read with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Rules, as amended, the Company has engaged the services of KFinTech as the agency to provide e-Voting facility. Instructions for e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
11. Voting is being done on electronic platform only, therefore a member cannot exercise his vote by proxy on postal ballot. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

All the Shareholders are requested to cast their votes only through remote e-Voting as per the procedure provided in Notes below.

12. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution/ authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nirbhaykumar77@gmail.com with a copy marked to evoting@kfintech.com.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

14. The Board of Directors of the Company (the Board) vide resolution passed by way of circulation on April 29, 2026 has appointed CS Nirbhay Kumar (FCS: F11946, COP No.: 7887), proprietor of M/s. Nirbhay Kumar & Associates, Practicing Company Secretaries, New Delhi, having Peer Review Certificate Number 2441/2022, as Scrutinizer for conducting the Postal Ballot through e-voting process in accordance with the law in a fair and transparent manner. The Scrutinizer's decision on the validity of postal ballot shall be final.
15. The results of the voting by Postal Ballot/e-Voting shall be announced on or before June 1, 2026 and shall be submitted to BSE Limited (Stock Exchange) where the equity shares of the Company are listed.
16. The results of the Postal Ballot shall also be displayed on the Company's website at <https://www.exato.ai> and on the website of KFinTech at <https://evoting.kfintech.com/>.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the Cut-Off date will be entitled to vote.

18. **Procedure for e-Voting:**

a. E-VOTING FACILITY:

- i. In compliance with the provisions of Sections 110 and 108 of the Act read with the Management Rules, SS-2 and Regulation 44 of the Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ("e-voting") on the e-voting platform provided by KFin to enable them to cast their votes electronically.
- ii. The e-voting facility will be available during the following period:
 - Commencement of e-voting: 9:00 a.m. (IST) on May 1, 2026
 - End of e-voting: 5:00 p.m. (IST) on May 30, 2026

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall forthwith be disabled by KFinTech upon expiry of the aforesaid period.

b. The details of the process and manner for e-voting are explained herein below:

I. Login method for e-voting for Individual shareholders holding securities in demat mode.:





Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been

enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p>

	<ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the e-voting period.
	<p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi. 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p>

	<p>Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)</p>	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech. <ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.</p>	
<p>Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:</p>	
<p>Members facing any technical issue – NSDL</p>	<p>Members facing any technical issue – CDSL</p>
<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at</p>

no.: 022 - 4886 7000 and 022 - 2499 7000.	helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33.
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II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode:

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein; you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., Exato Technologies Limited
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During

the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.

11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at nirbhaykumar77@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).

Members are requested to note the following contact details for addressing e-voting / postal ballot related grievances:

Mrs. Sharmila Hemant Amin
KFin Technologies Limited
Selenium, Tower-B Plot 31 and 32,
Financial District Nanakramguda, Serilingampally
Hyderabad, Rangareddi 500 032
Toll-free Nos.: 1800-309-4001
(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)
E-mail: Einward.ris@kfintech.com

ANNEXURE TO THE NOTICE

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

The following explanatory statement sets out the material facts relating to the special business mentioned in the accompanying postal ballot notice dated April 29, 2026:

Item No. 1

Pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the appointment of a Director is subject to approval of the shareholders of the Company. Accordingly, the Board of Directors of the Company, vide resolution passed by circulation on April 29, 2026, has considered and approved the proposal for the appointment of Dr. Milind Raman Godbole as a Non-Executive Non-Independent Director of the Company and has recommended the same for consideration and approval of the shareholders of the Company.

Dr. Milind Raman Godbole is a seasoned board member and transformational business leader with more than three decades of global leadership experience across Information Technology, IT-enabled Services, Global Capability Centers (GCCs) and Healthcare Technology & Services. He possesses extensive experience in strategic management, enterprise growth, governance, mergers & acquisitions, digital transformation and operational leadership.

Dr. Milind Raman Godbole has held various leadership and board positions across public companies, private equity-backed firms and growth-stage enterprises. He currently serves as Managing Director of GeBBS Healthcare Solutions Private Limited, where he has led significant scale-up, governance enhancement and technology-led transformation initiatives. His experience in enterprise strategy, global operations, financial stewardship, AI-enabled business transformation and governance oversight is expected to significantly benefit the Company in its growth and strategic initiatives.

The proposed appointment is expected to strengthen the Company’s strategic oversight, governance capabilities and technology-led growth initiatives.

The integrity, qualifications, expertise and experience of Dr. Milind Raman Godbole have been evaluated in accordance with the Nomination and Remuneration Policy of the Company and found suitable for appointment as Non-Executive Non-Independent Director of the Company.

Dr. Milind Raman Godbole has conveyed his consent to act as a Non-Executive Director of the Company vide prescribed Form DIR-2 pursuant to the provisions of Section 152(5) of the Companies Act, 2013. He has also submitted declaration regarding his non-disqualification in prescribed Form DIR-8 pursuant to the provisions of Section 164 of the Companies Act, 2013 and declaration regarding his eligibility for appointment as Director pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the above, it is proposed to recommend to the Shareholders of the Company, the appointment of Dr. Milind Raman Godbole as Non-Executive Non-Independent Director of the Company for a period of 3 (three) years with effect from 01st June, 2026, liable to retire by rotation, for their approval. The appointment shall be in accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of LODR Regulations, the Articles of Association of the Company and on the terms and conditions set out in the draft Letter of Appointment proposed to be issued to him.

Further, sub-clause (ii)(A) of the second proviso to sub-section (1) of Section 197 and Schedule V of the Companies Act, 2013 provides that except with the approval of the Company in general meeting by a special resolution, where the Company has a Managing Director or Whole-Time Director or Manager, the remuneration payable to Directors who are neither Managing Directors nor Whole-Time Directors shall not exceed one per cent of the net profits of the company, computed in the manner laid down under Section 198 of the Companies Act, 2013.

The Company presently has both a Managing Director and a Whole-Time Director on its Board. It is proposed to pay an annual consolidated remuneration of Rs. 50,00,000/- (Rupees Fifty Lakhs Only) to Dr. Milind Raman Godbole for the financial year 2026–27, payable in equal monthly payments, with an annual increment of up to 15% on a year-on-year basis, the actual quantum of which shall be determined by the Nomination and Remuneration Committee. Based on the projected net profits of the Company, it is anticipated that the said remuneration may exceed the aforesaid limit of one per cent of the net profits of the Company.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Dr. Milind Raman Godbole for the office of Director of the Company.

Accordingly, approval of the members of the Company by way of Special Resolution shall be required in terms of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder.

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 Rs. based on Audited Financial Statements of F.Y. 2024-25)

Particulars	Amount in (Rs.)	
	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Revenue from Operation	1,23,36,64,962	1,13,90,72,845
Other Income	1,93,05,051	59,37,509
Total Income	1,25,29,70,012	1,14,50,10,354
Less: Expenses	1,12,35,56,653	1,05,88,49,441
Profit/(Loss) before Extraordinary Items and Taxes	12,94,13,359	8,61,60,913
Less: Exceptional Items	(21,86,079)	-
Profit/(Loss) before tax	13,15,99,438	8,61,60,913
Less: Tax Expenses		
a) Current tax	3,97,52,450	2,54,46,180
b) Deferred Tax	(26,55,983)	(10,14,589)
c) Income Tax Expense/(Income) relating to earlier years	12,643	1,41,374
Profit/Loss for the year	9,44,90,328	6,15,87,948

(5) Foreign investments or collaborations, if any: The Company has 3 (three) wholly-owned foreign subsidiaries based in United States of America, Singapore and Australia.

II. Information about the appointee:

(1) Background details, Job profile and his suitability: Dr. Godbole is a seasoned global business leader with extensive experience in scaling healthcare technology and BPM organizations. He holds a PhD in Technology Management, an MBA in Sales & Marketing, and a Master's degree in Engineering (Electronics), combining deep academic insight with practical leadership expertise. As Managing Director of GeBBS Healthcare Solutions since 2013, he has led a transformative growth journey, delivering 15–18x revenue expansion and building a 14,000+ workforce while driving AI-enabled innovation across RCM, risk adjustment, and compliance platforms. He brings strong board-level expertise across enterprise growth, digital transformation, financial stewardship, and governance. His leadership balances high growth with operational discipline, supported by deep experience in capital allocation, M&A, and global delivery management. Previously, as President & COO of Aditya Birla Minacs (now Concentrix), he successfully turned around regional operations, scaled international delivery capabilities, and drove significant revenue growth. As Global COO at Mphasis (an HP company), he led global operations, quality, and strategic initiatives across multi-country teams.

(2) Past remuneration: Nil

(3) Recognition or awards: Not significant

(4) Remuneration proposed: Consolidated annual remuneration of Rs. 50,00,000/- (Rupees Fifty Lakhs Only), payable in equal monthly payments, with an annual increment of up to 15% on a year-on-year basis, the actual quantum of which shall be determined by the Nomination and Remuneration Committee.

(5) 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.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: None

III. Other information:

(1) Reasons of loss or inadequate profits: The Company's profitability is satisfactory and continues to grow at a steady pace. However, in its endeavour to align with industry benchmarks and leverage best-in-class expertise, it has undertaken certain strategic initiatives. In this context, the profits of the Company may, at

times, appear inadequate to commensurate with such enhanced capabilities and industry standards.

- (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:** The Company anticipates a gradual improvement in operational efficiency and overall productivity as a result of ongoing strategic initiatives and the induction of enhanced industry expertise. These measures are expected to contribute positively to the Company's performance and profitability over the medium to long term.

Additional Disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India are as under:

S. No.	Particulars	Details
1	Name and DIN of the proposed Director	Dr. Milind Raman Godbole, DIN – 00471609
2	Date of Birth / Age	April 12, 1966, 60 years
3	Qualifications	PhD in Technology Management, MBA – Sales & Marketing and Master's in Engineering – Electronics.
4	Experience (including nature of expertise in specific functional areas)/Brief Resume	Dr. Godbole is a seasoned global business leader with extensive experience in scaling healthcare technology and BPM organizations. As CEO & Managing Director of GeBBS Healthcare Solutions since 2013, he has led a transformative growth journey, delivering 15–18x revenue expansion and building a 14,000+ workforce while driving AI-enabled innovation across RCM, risk adjustment, and compliance platforms.

		<p>He brings strong board-level expertise across enterprise growth, digital transformation, financial stewardship, and governance. His leadership balances high growth with operational discipline, supported by deep experience in capital allocation, M&A, and global delivery management.</p> <p>Previously, as President & COO of Aditya Birla Minacs (now Concentrix), he successfully turned around regional operations, scaled international delivery capabilities, and drove significant revenue growth. As Global COO at Mphasis (an HP company), he led global operations, quality, and strategic initiatives across multi-country teams.</p>
5	Directorships held in other Companies (excluding foreign and Section 8 Companies)	GeBBS Healthcare Solutions Private Limited
6	Memberships/Chairmanship of committees of other listed entities along with listed entities from which resigned in the past three years	None
7	Number of shares held in the Company including shareholding as a beneficial owner	Nil
8	Number of meetings of the Board of Directors attended during the F.Y. 2025-26	Not Applicable
9	Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
10	Terms and conditions including Remuneration	Terms and conditions of appointment:

		<p>Appointment as Non-Executive Non-Independent Director for a period of 3 (three) years with effect from 01st June, 2026.</p> <p>Remuneration sought to be paid: Consolidated annual remuneration of Rs. 50,00,000/- (Rupees Fifty Lakhs Only), payable in equal monthly payments, with an annual increment of up to 15% on a year-on-year basis, the actual quantum of which shall be determined by the Nomination and Remuneration Committee.</p>
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None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution, except to the extent of their shareholding, if any.

The Board recommends the Special Resolution as set out in Item No. 1 of the Notice of Postal Ballot for the approval of the Members.

**By order of the Board of Directors
For Exato Technologies Limited**

**Sd/-
(Geeta Jain)
Company Secretary & Compliance Officer
Membership No. A13938**

Date: April 29, 2026

Place: Noida