

PRODOCS SOLUTIONS LIMITED

Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND NO 82 MIDC, NR M V ROAD, ANDHERI EAST MUMBAI
-MH 400059; Tel: 022-62315800; Email: info@prodocssolution.com;
website: www.prodocssolution.com CIN: L72900MH2019PLC322408;

June 16,2026

BSE Limited,

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001,
Maharashtra, India.

Scrip Code – 544643

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') - Postal Ballot Notice

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI LODR Regulations, please find enclosed the Postal Ballot Notice dated June 11, 2026, along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Notice'), seeking approval of the Members of the Company on the following special businesses, by way of remote e-voting facility:

Sr. No.	Description of the Resolution	Type of Resolution
1.	To approve the alteration of the Articles of Association by adoption of new set of Articles of Association ('AOA') in line with the latest provisions of Companies Act, 2013 and SEBI Regulations	Special Resolution
2.	To approve Prodocs Solutions Employees Stock Option Scheme 2026 ('ESOP Scheme 2026') and granting of stock options to the employees of the Company under the ESOP Scheme 2026	Special Resolution
3.	To extend the benefits of and to approve granting of Stock Options to the employees of the group company (ies) including its subsidiary/(ies) or associates (present or future, if any) under the Prodocs Solutions Employee Stock Option Scheme 2026	Special Resolution
4.	To consider and approve the appointment of Ms. Neha Vinod Kothari (DIN: 11022380) as Non-Executive Independent Woman Director of the Company for a term of 5 (Five) years	Special Resolution



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In accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA'), the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') /Depositories as on **Friday, June 12, 2026 ('Cut-Off Date')**.

The Members can provide their assent or dissent on the Resolutions through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company.

The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, June 12, 2026.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to its members. The remote e-voting facility will be available during the following period:

Remote e-voting start date and time	Wednesday, June 17, 2026 at 09.00 A.M. (IST)
Remote e-voting end date and time	Thursday, July 16, 2026 at 05.00 P.M. (IST)

The results of the Postal Ballot along with Scrutinizer's Report will be submitted to the Stock Exchanges within 2 (two) working days from the conclusion of the remote e-voting.

The Notice is also made available on the website of the Company i.e. <https://www.prodocssolution.com>

This is for your information and records.

We request you to kindly take the above on record.

Thanking you,

For Prodocs Solutions Limited

Meghha
Trivedi

Digitally signed by
Meghha Trivedi
Date: 2026.06.16
12:37:15 +05'30'

Meghha Trivedi

Company Secretary & Compliance Officer.

FCS No: F11110

Encl.: - a/a

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, and Circulars issued by the Securities and Exchange Board of India ('SEBI') from time to time]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 ('Rules') and other applicable provisions of the Act and rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 09/2024 dated September 19, 2024, No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as '**MCA Circulars**'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations**'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**') and such other applicable provisions of the Act, SEBI LODR Regulations, circulars and notifications as may be issued in this regard (including any statutory modifications or amendments or re-enactment thereof for the time being in force), the resolutions set out below are proposed to be considered and passed by the Members of Prodocs Solutions Limited ('**Company**') by Postal Ballot through remote e-voting process only (i.e., voting through electronic means).

The detailed Explanatory Statement setting out the material facts concerning the Resolutions and instructions for remote e-voting, are annexed to this Notice.

REMOTE E-VOTING:

EVEN	139713
Cut-off date for determining the Equity Shareholders entitled to vote	Friday, June 12, 2026
Remote e-voting start date and time	Wednesday, June 17, 2026 at 09.00 A.M. (IST)
Remote e-voting end date and time	Thursday, July 16, 2026 at 05.00 P.M. (IST)

SPECIAL BUSINESS:

- To approve the alteration of the Articles of Association by adoption of new set of Articles of Association ('AOA') in line with the latest provisions of Companies Act, 2013 and SEBI Regulations.**

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the rules made thereunder (collectively, '**the Act**'), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI LODR Regulations**') and subject to such approvals, consents, permissions and sanctions as may be necessary,

and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, which may be agreed to by the Board of Directors ('Board') of Prodocs Solutions Limited ('Company'), the approval of the members of the Company be and is hereby accorded for adoption of a new set of Articles of Association ('AoA'), in conformity with the requirements of the Act and the SEBI LODR Regulations, in substitution of and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary or expedient in their absolute discretion to give effect to this resolution, including undertaking necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, making applications, filings, submissions and representations to any statutory or regulatory authority including the Ministry of Corporate Affairs, and to accept such modifications or alterations to this resolution as may be required by the Registrar of Companies or any other authority, without requiring further approval of the members of the Company.

RESOLVED FURTHER THAT any of the Directors be and is hereby authorised to settle any questions, difficulties or doubts that may arise in connection with the implementation of this resolution, and to do all acts and take all steps that may be necessary, incidental, consequential or ancillary for the purpose of giving effect to this resolution."

2. To approve Prodocs Solutions Employee Stock Option Scheme 2026 ('ESOP Scheme 2026') and granting of Stock Options to the employees of the Company under the ESOP Scheme 2026

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ('Act'), the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder ('SEBI SBEB Regulations'), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), the Foreign Exchange Management Act, 1999, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, and such other applicable laws, rules, regulations, circulars and guidelines of any statutory/regulatory authority(ies) (collectively referred to as '**Applicable Laws**'), the relevant provisions of the Memorandum and Articles of Association of Prodocs Solutions Limited ('Company') and subject to such other approvals, permissions and sanctions as may be required from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and which are acceptable to the Board of Directors of the Company ('Board') which term shall include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted, to exercise its powers, including the powers, conferred by this Resolution, approval of the members of the Company be and is hereby accorded:

- (i) to adopt and implement the 'Prodocs Solutions Employee Stock Option Scheme 2026' ('**ESOP Scheme 2026**'), the salient features of which are set out in the explanatory statement annexed hereto; and
- (ii) to create, offer, grant, issue and allot stock options to the employees ('**Stock Options**') under the ESOP Scheme 2026, to or for the benefit of such person(s) who are (a) employees of the Company, whether working in India or outside India, (b) any executive director (including a Whole-time Director or Managing Director) or non-executive director of the Company, but excluding i) a director

forming part of the Promoter or Promoter Group of the Company and ii) an Independent Director (unless permitted under the Applicable Laws) and (c) to such other persons as may be decided by the Board and permitted under the SEBI SBEB Regulations ('**Eligible Employees**'), but does not include i) an employee who is a Promoter or a person belonging to the Promoter Group or ii) a director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, on such terms and conditions as provided in the ESOP Scheme 2026 and as may be fixed and determined by the Board and/or the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to the Eligible Employees at any time or from time to time, in one or more tranches and on such terms and conditions as provided in the ESOP Scheme 2026, shall not exceed 3,50,000 (Three Lakhs and Fifty Thousand) Stock Options corresponding to 3,50,000 (Three Lakhs and Fifty Thousand) fully paid Equity Shares of ₹10/- (Rupees Ten Only) each, being 4.96% of the paid-up share capital of the Company as on March 31, 2026 on fully diluted basis.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board of the Company, as constituted in terms of provisions of SEBI LODR Regulations ('**NRC**'), be designated as the Compensation Committee in terms of the provisions of the SEBI SBEB Regulations for the purpose of administration of the ESOP Scheme 2026 and any reference to the NRC for the purpose of the ESOP Scheme 2026 shall be deemed to be a reference to the Compensation Committee.

RESOLVED FURTHER THAT the Board and/or NRC, be and is hereby severally authorised to issue and allot Equity Shares, from time to time, upon exercise of Stock Options by Eligible Employees, in accordance with the terms of the ESOP Scheme 2026 and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as further issue, bonus issue, rights issue, split of shares and / or consolidation of shares, merger, sale of divisions etc., the outstanding Stock Options, granted/to be granted under the ESOP Scheme 2026 and/or the exercise price shall be suitably adjusted, as may be required in compliance with the provisions of the Applicable Laws in order to make a fair and reasonable adjustment.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to take requisite steps for listing of the Equity Shares allotted under the ESOP Scheme 2026 on the stock exchanges where the Equity Shares of the Company are listed in due compliance with the provisions of the Applicable Laws.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the ESOP Scheme 2026 and generally for giving effect to these Resolutions, the Board and/or the NRC be and are hereby severally authorised for and on behalf of the Company, to do all such acts, matters, deeds, things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and with the authority to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and to carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme 2026, to the extent permissible under the Applicable Laws, without requiring the Board or the NRC to obtain any further consent or approval of the members of the Company."

3. **To extend the benefits of and to approve granting of Stock Options to the employees of the group company (ies) including its subsidiary/(ies) or associates (present or future, if any) under the Prodocs Solutions Employee Stock Option Scheme 2026.**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ('**Act**'), the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder ('**SEBI SBEB Regulations**'), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations**'), the Foreign Exchange Management Act, 1999, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, and such other applicable laws, rules, regulations, circulars and guidelines of any statutory/regulatory authority(ies) (collectively referred to as '**Applicable Laws**'), the relevant provisions of the Memorandum and Articles of Association of Prodocs Solutions Limited ('**Company**') and subject to such other approvals, permissions and sanctions as may be required from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and which are acceptable to the Board of Directors of the Company ('**Board**') which term shall include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted, to exercise its powers, including the powers, conferred by this Resolution, approval of the members of the Company be and is hereby accorded:

- (i) to extend the benefits of the 'Prodocs Solutions Employee Stock Option Scheme 2026' ('**ESOP Scheme 2026**'), the salient features of which are set out in the explanatory statement annexed hereto; and
- (ii) to create, offer, grant, issue and allot stock options to the employees ('**Stock Options**') under the ESOP Scheme 2026, to or for the benefit of such person(s) who are (a) employees of the group company (ies) including its subsidiary/(ies) or associates (present or future, if any) ('**Group Companies**'), whether working in India or outside India, (b) any executive director (including a Whole-time Director or Managing Director) or non-executive director of the Group Companies, but excluding i) a director forming part of the Promoter or Promoter Group of the Company and ii) an Independent Director (unless permitted under the Applicable Laws) and (c) to such other persons of the Group Companies as may be decided by the Board and permitted under the SEBI SBEB Regulations ('**Eligible Employees**'), but does not include i) an employee who is a Promoter or a person belonging to the Promoter Group or ii) a director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company or its Group Companies, under the ESOP Scheme 2026 and on such terms and conditions as provided in the ESOP Scheme 2026 and as may be fixed and determined by the Board and/or the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to the Eligible Employees of the Group Companies shall be subsumed in the aggregate limit of 3,50,000 (Three Lakhs and Fifty Thousand) Stock Options as referred to in Resolution No. 2 and on such terms and conditions as provided in the ESOP Scheme 2026.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board of the Company, as constituted in terms of provisions of SEBI LODR Regulations ('**NRC**'), be designated as the Compensation Committee in terms of the provisions of the SEBI SBEB Regulations for the purpose of administration of the ESOP Scheme 2026 and any reference to the NRC for the purpose of the ESOP Scheme 2026 shall be deemed to be a reference to the Compensation Committee.

RESOLVED FURTHER THAT the Board and/or NRC, be and is hereby severally authorised to issue and allot Equity Shares, from time to time, upon exercise of Stock Options by Eligible Employees of the Group Companies, in accordance with the terms of the ESOP Scheme 2026 and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as further issue, bonus issue, rights issue, split of shares and / or consolidation of shares, merger, sale of divisions etc., the outstanding Stock Options, granted/to be granted under the ESOP Scheme 2026 and/or the exercise price shall be suitably adjusted, as may be required in compliance with the provisions of the Applicable Laws in order to make a fair and reasonable adjustment.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to take requisite steps for listing of the Equity Shares allotted under the ESOP Scheme 2026 on the stock exchanges where the Equity Shares of the Company are listed in due compliance with the provisions of the Applicable Laws.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the ESOP Scheme 2026 and generally for giving effect to these Resolutions, the Board and/or the NRC be and are hereby severally authorised for and on behalf of the Company, to do all such acts, matters, deeds, things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and with the authority to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and to carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme 2026, to the extent permissible under the Applicable Laws, without requiring the Board or the NRC to obtain any further consent or approval of the members of the Company.”

4. To consider and approve the appointment of Ms. Neha Vinod Kothari (DIN: 11022380) as Non-Executive Independent Woman Director of the Company for a term of 5 (Five) years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Neha Vinod Kothari (DIN: 11022380), who was appointed as an Additional Director (Categorized as Women Independent Director) by the Board of Directors of the Company ('Board') based on the recommendation of the Nomination and Remuneration Committee with effect from March 31, 2026 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Women Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to March 30, 2031.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Prodocs Solutions Limited**

Registered Office:
6/19 1st Floor Transmission House,
Compound No 82 MIDC,
Nr M V Road,
Andheri East, Mumbai - 400059,
Maharashtra, India.
CIN: L72900MH2019PLC322408
Website: www.prodocssolution.com

Sd/-
Meghha Trivedi
Company Secretary
FCS No: F11110
Place: Mumbai
Date: June 11, 2026

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Act read with rules made thereunder, the applicable provisions of the SEBI LODR Regulations and SEBI SBEB Regulations, which sets out the material facts relating to the aforesaid Resolutions and the reasons thereof are annexed hereto and forms part of this Notice.
2. In compliance with the provisions of Regulation 44 of the SEBI LODR Regulations, Sections 108, 110 of the Act read with rules made thereunder and the MCA Circulars:
 - i. The Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, June 12, 2026 ('**Cut-Off Date**') and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('**RTA**') /Depositories.
 - ii. The facility to vote on the proposed Resolutions is provided through remote e-voting facility only. The Members shall exercise their right to vote on the matters included in the Notice by such remote e-voting facility. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-voting facility to its Members.
 - iii. The Members can provide their assent or dissent on the Resolutions through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. A copy of this Notice is also available on the website of the Company i.e. www.prodocssolution.com, website of the Stock Exchange where the shares of the Company are listed i.e. BSE Limited ('**BSE**') at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. The voting rights of Members will be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. The remote e-voting period commences on **Wednesday, June 17, 2026 at 09.00 a.m. (IST)** and ends on **Thursday, July 16, 2026 at 05.00 p.m. (IST)**. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
6. The Board of Directors of the Company has appointed C.S. Ketan Ravindra Shirwadkar, Practicing Company Secretary, (FCS No.13938 CP. No. 15386) and Proprietor of KRS and Co to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and the rules made thereunder.
7. The Scrutinizer on completing the scrutiny of voting through the remote e-voting process will submit the report to the Chairperson or any other person duly authorised by the Chairperson. The result of the remote e-voting along with Scrutinizer's Report will be declared by the Chairperson or person so authorised, within 2 (two) working days from the conclusion of the remote e-voting.
8. The results of the Postal Ballot will be hosted on the website of the Company i.e. www.prodocssolution.com and the website of NSDL at www.evoting.nsdl.com and the same shall also be disseminated to BSE Limited, where the equity shares of the Company are listed. The Resolutions, if passed by the requisite majority through Postal Ballot will be deemed to have been passed on the last date specified for remote e-voting i.e. on Thursday, July 16, 2026.

9. All documents referred to in the Notice will be available for inspection without any fee by the Members during business hours from the date of dispatch of the Notice until the last date of remote e-voting. Members seeking to inspect such documents are requested to send an email to secretarial@prodocssolution.com mentioning their name, Folio No./Client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
10. Institutional/Corporate Members are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution, whereby their authorized representative has been appointed to vote on their behalf pursuant to Section 113 of the Act, to the Scrutinizer's e-mail id: ketan@krsandco.in with a copy marked to evoting@nsdl.com.
11. Members of the Company who have not registered their e-mail address can register the same with their concerned depository participants, in respect of equity shares held in Demat form and in respect of equity shares held in physical form, please visit <https://in.mpms.mufig.com/> to know more about the registration process.
12. The terms 'Members' and 'Shareholders' have been used interchangeably to denote the shareholders of the Company.

13. PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, 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 - Visit the e-Voting website of NSDL. Open web browser by typing 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 icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ketan@krsandco.in with a copy marked to evoting@nsdl.com. 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre, AVP) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (secretarial@prodocssolution.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to

(secretarial@prodocssolution.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1: To approve the alteration of the Articles of Association by adoption of new set of Articles of Association ('AOA') in line with the latest provisions of Companies Act, 2013 and SEBI Regulations.

The existing Articles of Association ('AOA') of the Company were altered and adopted on September 20, 2024, at the time of conversion of the Company from a private limited company into a public limited company. There is a need to align the existing AOA with the latest provisions of the Companies Act, 2013 and the rules made thereunder, applicable provisions of the latest SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI regulations, wherever applicable, and the governance framework prescribed under the revised Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

Accordingly, it is considered desirable and in the best interests of the Company to alter and adopt a comprehensive new set of Articles of Association in substitution for and to the entire exclusion of the existing AOA.

A copy of existing Articles of Association and of the set of new Articles of Association are made available on the website of the Company i.e. www.prodocssolution.com and also available for inspection at the Registered Office of the Company all working days, between Monday to Friday except public holidays, between 11:30 A.M. (IST) to 4:00 P.M. (IST).

Pursuant to the provisions of Section 14(1) of the Companies Act, 2013, any amendment in Articles of Association requires prior approval of the members of the Company by way of special resolution. The Board of Directors of the Company at its meeting held on May 29, 2026 approved the proposal to alter and adopt new set of Articles of Association and recommended the same to the members for approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested in or concerned, financially or otherwise, in the above Resolution set out in Item No. 1 of this Notice.

Therefore, the Board accordingly recommends passing of the Resolution as set out in Item No. 1 of this Notice as a Special Resolution.

Item Nos. 2 and 3: To approve Prodocs Solutions Employee Stock Option Scheme 2026 ('ESOP Scheme 2026') and granting of Stock Options to the employees of the Company and to the employees of the group company (ies) including its subsidiary/(ies) or associates (present or future, if any) ('Group Companies') under the ESOP Scheme 2026.

Share based benefits are internationally recognized as an effective way to attract, incentivize, retain key talents as well as motivate the employees to contribute in the Company's growth and profitability and to recognize and reward the efforts of the employees in the progress of the Company by aligning their interest

with the long term interests of the Company resulting in long term shareholder's value creation.

In order to attract, retain, reward and create a sense of ownership and participation amongst the Eligible Employees of the Company and its Group Companies, there is a need to create a new employee stock option pool of 3,50,000 (Three Lakhs and Fifty Thousand) Stock Options by adopting the ESOP Scheme 2026. The primary objective of the ESOP Scheme 2026 is to retain talent, drive high standards of individual performance and consequently enhance the financial performance of the Company, thereby creating shareholder's value.

The requisite disclosures as required under Regulation 6(2) and any other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB Regulations'), are set out below:

a) Brief description of the ESOP Scheme 2026

The Scheme shall be termed as Prodocs Solutions Employee Stock Option Scheme 2026 ('**ESOP Scheme 2026**'). The ESOP Scheme 2026 has been reviewed and recommended by the Nomination and Remuneration Committee ('**NRC**') and the Board of Directors ('**Board**') at their meetings held on May 29, 2026.

The purpose of this ESOP Scheme 2026 is as under:

- i. to create a sense of ownership among employees and incentivize long term focus;
- ii. to motivate and retain the best talent within the organization; and
- iii. to reward key employees for performance.

The ESOP Scheme 2026 contemplates the grant of Stock Options to the employees of the Company and its Group Companies. After vesting of Stock Options, the Eligible Employees earn a right, but not the obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the ESOP Scheme 2026. The Nomination and Remuneration Committee of the Board of Directors of the Company, acting as the Compensation Committee, shall implement, administer and monitor the ESOP Scheme 2026.

The Stock Options to be granted under the ESOP Scheme 2026 shall not be treated as an offer or invitation made to the public for subscription of securities of the Company.

b) Total number of Stock Options to be offered and granted

A maximum of 3,50,000 (Three Lakhs and Fifty Thousand) Stock Options ('**Stock Options Pool**') may be offered and granted under the ESOP Scheme 2026 to the Eligible Employees of the Company and its Group Companies, which on exercise would result in not more than 3,50,000 (Three Lakhs and Fifty Thousand) fully paid up Equity Shares of ₹10/- (Rupees Ten Only) each of the Company, being 4.96% of the paid-up share capital of the Company as on March 31, 2026 on fully diluted basis.

The Stock Options Pool may be adjusted for any corporate action(s) such as further issue, bonus issue, rights issue, split of shares and/ or consolidation of shares, merger, sale of divisions etc., in terms of the ESOP Scheme 2026 and in accordance with the SEBI SBEB Regulations in order to make a fair and reasonable adjustment.

If any Stock Options granted under the ESOP Scheme 2026 are lapsed/forfeited/surrendered, then such Stock Options shall be added back to the Stock Options Pool and shall be available for further grant under the ESOP Scheme 2026 as per the discretion of the NRC.

c) Identification of classes of employees entitled to participate and be beneficiaries of the ESOP Scheme 2026

Based on the recommendation of the management of the Company, the NRC will determine the Eligible Employees of the Company and its Group Companies who can be granted the Stock Options under the ESOP Scheme 2026 after examining and evaluating overall corporate/individual performance and taking into consideration various parameters including the current compensation, length of service, grade, performance, merit, key position, future potential contribution, terms of the employment contract, conduct of the employee and such other factors as may be deemed appropriate by it and / or suggested by the management of the Company. The following persons shall not be eligible to participate in ESOP Scheme 2026:

- i. a Promoter or a person belonging to the Promoter Group; or
- ii. a Director, who either by himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company or its Group Companies; or
- iii. an Independent Director of the Company or its Group Companies (unless permissible under the Act or the SEBI SBEB Regulations).

d) Requirements of vesting and period of vesting

The Stock Options granted to an Eligible Employee shall vest in the manner and over the vesting schedule specified in the relevant Grant Letter, subject to a maximum period of 5 (five) years from the date of grant. Further, there shall be a minimum vesting period of 1 (one) year from the grant of the Stock Options.

The NRC may determine different vesting schedule for such Eligible Employees based on their length of service, grade, performance, merit, key position, future potential contribution, terms of the employment contract and conduct of the employee, etc. and shall be specified in the Grant Letter.

In case where the Stock Options are granted by the Company in lieu of the stock options held by an Employee under an employee stock option scheme of another company which has merged, demerged or amalgamated with the Company or its Group Companies, the period during which such stock options granted by the transferor company were held by such employee shall be adjusted against the minimum vesting period required under the ESOP Scheme 2026.

e) Maximum period within which the Stock Options shall be vested

The maximum vesting period of the Stock Options shall be 5 (five) years from the date of grant of the Stock Options.

f) Exercise price

The Exercise Price of any Stock Option granted under the ESOP Scheme 2026 shall, subject to applicable law, be the price for exercise of Stock Options as determined by NRC which shall not be less than the face value of the equity shares and not more than the closing market price as on the previous day of the date of Grant of the Stock Options communicated to the Eligible Employee or such other mode as NRC, may deem fit. Once granted, the Exercise Price of the Stock Options may be varied by NRC in the event of any capital restructuring of the Company, including but not limited to a bonus issue, stock split, stock consolidation, subdivision of shares or reduction of capital etc., if required, to make a fair and reasonable adjustment.

g) Exercise period and process for exercise

The Exercise Period shall be such period as may be determined by the NRC and specified in the relevant Grant Letter, within which an Eligible Employee may exercise the Vested Stock Options, in one or more tranches, by applying for Equity Shares against such Vested Stock Options in accordance with the ESOP Scheme 2026. However, the Exercise Period shall not, in any case, exceed 1 (one) year from the date of vesting of the relevant Stock Options.

A Vested Stock Option shall be deemed to be validly Exercised only when the NRC or any other person ratified by the NRC receives written and signed notice of Exercise ('Exercise form') from the Eligible Employee and a confirmation that the Aggregate Exercise Price (in accordance with the ESOP Scheme 2026) has been received from the Eligible Employee, if applicable.

Vested Stock Options can be exercised in one or more tranches however each tranche of Exercise shall comprise not less than 25% (twenty-five per cent) of the total vested options available for exercise as on the date of such Exercise, provided that, this requirement shall not apply to the final tranche of Exercise, where the balance vested options available for exercise are less than 25% (twenty-five per cent) of such vested options. The Company intends to ensure that the Exercise Period should provide a flexibility to an option grantee to exercise the Stock Option in a manner that enables him/her to effectively discharge the tax obligations but at the same it doesn't create any financial burden on the option grantee.

Stock Options shall lapse if not exercised within the Exercise Period and will be added back to the Stock Options Pool.

h) Appraisal process for determining the eligibility of employees for ESOP Scheme 2026

The appraisal process for determining the eligibility of employees for grant of the Stock Options under the ESOP Scheme 2026 shall be decided by the NRC, based on the recommendation of the management of the Company, after examining and evaluating overall corporate/individual performance and taking into consideration various parameters including the current compensation, length of service, grade, performance, merit, key position, future potential contribution, terms of the employment contract, conduct of the employee and such other factors as may be deemed appropriate by it and / or suggested by the management of the Company.

Stock Options may also be granted to Eligible Employees at the time of their joining.

i) Maximum number of Stock Options to be issued per employee and in aggregate

The maximum number of Stock Options that may be granted per Eligible Employee under ESOP Scheme 2026, in any financial year and in aggregate, shall not exceed 1% (one percent) of the issued capital of the Company at the time of grant of Stock Options.

The maximum number of Stock Options that can be granted in aggregate to all Eligible Employees is 3,50,000 (Three Lakhs and Fifty Thousand) under the ESOP Scheme 2026.

j) Maximum quantum of benefits to be provided per Employee under the ESOP Scheme 2026

The maximum quantum of benefits to be granted to an Eligible Employee under the ESOP Scheme 2026, will be the difference between the market price of the underlying equity shares as on the date of exercise and Exercise Price paid by the option grantee, subject to applicable taxes.

k) Whether the ESOP Scheme 2026 is to be implemented and administered directly by the Company or through a trust

The ESOP Scheme 2026 is proposed to be implemented and administered directly by the Company through the NRC.

l) Whether the ESOP Scheme 2026 involves new issue of shares by the Company or secondary acquisition by the Trust or both

The ESOP Scheme 2026 involves only fresh issue of equity shares by the Company.

m) Amount of loan to be provided for implementation of the ESOP Scheme 2026 by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not applicable, as the ESOP Scheme 2026 is not being implemented through a Trust.

n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the ESOP Scheme 2026

Not Applicable, as the ESOP Scheme 2026 is not being implemented through a Trust.

o) Compliance with Accounting policies

In compliance with Regulation 15 of the SEBI SBEB Regulations, the Company shall comply with the applicable disclosure requirements, accounting policies and accounting standards as issued by the competent/relevant authorities from time to time.

p) Method which the Company shall use to value its Stock Options

The Company shall value the Stock Options granted under the ESOP Scheme 2026 at their 'fair value' or such other method in accordance with the SEBI SBEB Regulations.

q) If the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Directors' Report

Not applicable, as the Company shall value the Stock Options granted under the ESOP Scheme 2026 at their fair value.

r) Period of lock-in

The Equity Shares allotted upon exercise of the Vested Options under ESOP Scheme 2026 shall not be subject to any lock-in period.

s) Terms & conditions for buyback, if any, of specified securities covered granted under these regulations

The NRC has the powers to determine the procedure and other terms and conditions for buy-back of Stock Options granted, if the Company decides to undertake the buy-back of the Stock Options granted at any time in compliance with applicable laws.

t) Other terms and conditions

- i. An option grantee shall not have the right to receive any dividend or to vote or in any manner enjoy the benefits available to a shareholder in respect of Stock Options granted to him/her, till the equity shares are issued to him/her upon exercise of the Stock Options.
- ii. The Stock Options granted to an option grantee shall not be transferred (except in case of death), assigned, alienated, pledged, attached, hypothecated, mortgaged, sold or otherwise alienated in any other manner.

The Board of Directors of the Company, at its meeting held on May 29, 2026, approved the ESOP Scheme 2026 and grant of Stock Options to the employees of the Company and to the employees of the Group Companies under the ESOP Scheme 2026, and recommended the same to the members of the Company for their approval.

Approval of Members by way of Special Resolution is being sought pursuant to the provisions of Section 62(1)(b) of the Act read with Regulation 6(1) of the SEBI SBEB Regulations, for adoption and implementation of the ESOP Scheme 2026 and the creation, offer, issuance and allotment of Equity Shares to Eligible Employees of the Company under the ESOP Scheme 2026. Accordingly, Special Resolution as set out at Item No. 2 of this Notice is proposed for approval by the members.

As per Regulation 6(3)(c) of the SEBI SBEB Regulations, a separate Special Resolution is required to be passed if the Scheme benefits are to be extended to employees of its Group Companies. Accordingly, Special Resolution as set out at Item No. 3 of this Notice is proposed for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested in or concerned, financially or otherwise in the above Resolutions as set out in Item No. 2 and 3 of this Notice, except to the extent of grant of Stock Options to them under the ESOP Scheme 2026.

Therefore, the Board recommends passing of these Resolutions as set out in Item No. 2 and 3 of this Notice as Special Resolutions.

Item No. 4 To consider and approve the appointment of Ms. Neha Vinod Kothari (DIN: 11022380) as Non-Executive Independent Woman Director of the Company for a term of 5 (Five) years.

The Board of Directors at their meeting held on 31st March, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Neha Vinod Kothari (DIN: 11022380), as an Additional Director (in the capacity of Women Independent Director) of the Company, with immediate effect for a term of five consecutive years commencing from March 31, 2026 to March 30, 2031 (both days inclusive), subject to approval of the Members by way of special resolution.

Further, pursuant to the provisions of Section 161 of the Act, Ms. Neha Vinod Kothari will hold office up to the date of the ensuing Annual General Meeting. Therefore, the approval of members is being sought for the appointment of Ms. Neha Vinod Kothari as Non-Executive Women Independent Director, through this Postal Ballot.

The Company has received from Ms. Neha Vinod Kothari (i) consents in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect she is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing

Regulations and (iv) a declaration that she is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority and she does not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Neha Vinod Kothari for the office of Director of the Company.

Brief Profile of Ms. Neha Vinod Kothari is as under:

Ms. Neha Vinod Kothari, is an Associate Member of the Institute of Chartered Accountant and is having a Master's Degree in Commerce. She is an accomplished corporate strategy professional with 10 years of experience in developing and executing high-impact strategic initiatives. Skilled in market analysis, competitive positioning, and business model innovation, with a proven track record of driving growth and enhancing operational efficiency. Adapt at collaborating with executive teams to align strategic objectives with organizational goals and deliver sustainable business outcomes. She currently works with a SBI Life Insurance Company. She has previously worked with both life and general insurance companies in various roles in finance and strategy.

In conformity with the Company's Nomination and Remuneration Policy Ms. Neha Vinod Kothari will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings and such sum as may be recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of her appointment are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

The Board recommends passing of the Special Resolutions as set out in Item no. 4 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge Ms. Neha Vinod Kothari brings with her would benefit the Company. She also possesses requisite skills, expertise and competencies in Strategic Planning, Financial Management, Regulatory Matters and Business Leadership. Ms. Neha Vinod Kothari is deemed to be interested in the resolution relating to her appointment.

None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in Item No. 4 of this Notice.

Details of Ms. Neha Vinod Kothari as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India is as under:

Name of Director	Ms. Neha Vinod Kothari
DIN	11022380
Date of Birth	23rd January, 1991
Nationality	Indian
Date of first appointment on the Board	31st March, 2026
Designation	Non-Executive Women Independent Director
Qualification	Chartered Accountant, M. Com

Experience/ Expertise	Ms. Neha Vinod Kothari, having a Degree in Chartered Accountant and M.Com, is an accomplished corporate strategy professional with experience in developing and executing high-impact strategic initiatives. Skilled in market analysis, competitive positioning, and business model innovation, with a proven track record of driving growth and enhancing operational efficiency. Adapt at collaborating with executive teams to align strategic objectives with organizational goals and deliver sustainable business outcomes. She currently works with a listed life insurance company. And has previously worked with both life and general insurance companies in various roles in finance and strategy.
Terms and Conditions of Appointment or Reappointment	Non-Executive Women Independent Director w.e.f 31st March, 2026 for a term of consecutive five years not liable to retire by rotation.
Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time.
Remuneration last drawn	NIL
Number of Meetings of the Board attended during FY 2025-26	0
Shareholding in the Company (Equity Shares of Rs. 10/- each)	NIL
List of Directorships in Other Companies	1.Aqylon Nexus Limited - Non-Executive - Independent Director 2.Sab Events & Governance Now Media Limited- Non-Executive - Independent Director. Further she has not resigned from any listed company during the last three years.
List of Chairmanship or membership of various Committees in listed company and other Companies	0
Relationship with other Directors of the Company	Not Related

By Order of the Board of Directors
For **Prodocs Solutions Limited**

Registered Office:
6/19 1st Floor Transmission House,
Compound No 82 MIDC,
Nr M V Road,
Andheri East, Mumbai - 400059,
Maharashtra, India.
CIN: L72900MH2019PLC322408
Website: www.prodocssolution.com

Sd/-
Meghha Trivedi
Company Secretary
FCS No: F11110
Place: Mumbai
Date: June 11, 2026