# Notice

NOTICE is hereby given that the Seventh Annual General Meeting of the members of **Prodocs Solutions Limited** will be held on Tuesday September 29, 2026 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

    a) "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

    b) "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

    "**RESOLVED THAT** dividend at the rate of ₹ 1/- (Rupees One only) per equity share of ₹ 10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

3. To appoint Mr.Paresh Bhatelia (DIN: 01363306), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

    "**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Paresh Bhatelia (DIN: 01363306), who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS:

4. **Approval for material related party transactions with edata solutions inc.**

    **To consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:**

    "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall be deemed to include any duly authorised Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts /arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **EDATA SOLUTIONS INC,** a step-down subsidiary of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

    **RESOLVED FURTHER THAT** the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard".

5. **To borrow funds in excess of the limits prescribed under section 180(1)(c) of the Companies Act, 2013:**

    To consider and if thought fit to pass with or without modifications, the following Resolution as **Special Resolution:**

    "**RESOLVED THAT** in suppression of earlier resolutions passed by the Company and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014, (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) , to borrow any sum or sums of monies, as and when required, from time to time in any form without limitation, from any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/ authorities, whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company or by way of securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium, subject to the aggregate of such borrowings not exceeding the amount of ₹ 100 crores (Rupees Hundred Crores only) over and above the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium account, at a given point in time, and that the Board be and is hereby empowered and authorised to arrange funds and fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT any of the Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. **To create charge on the assets of the Company as prescribed under section 180(1)(a) of the Companies Act, 2013:**

To consider and if thought fit, to pass with or without modification, the following Resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof), for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company on all or any movable and immovable properties of the Company wherever situated, both present and future, on such terms, at such time, in such form and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events, to or in favour of banks, financial institutions, Insurance Companies, Investment Institutions, other investing agencies, bodies corporate, debenture trustees or any other secured lenders ('the lenders') to secure repayment of any loans and/or any other financial assistance and/or guarantee facilities already obtained or any other indebtedness incurred by the Company upto an amount not exceeding ₹ 100 crores (Rupees Hundred Crores) over and above the aggregate of the paid-up capital, free reserves and securities premium of the Company, at a given point in time, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT any of the Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

7. **Approval for grant of loans/ guarantees/ security and making investments under section 186 of the companies act, 2013**

To consider and if thought fit, to pass with or without modification, the following Resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 100 crores (Rupees Hundred Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above any Director of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. **To approve for advance any loan/give guarantee/ provide security under Section 185 of the Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding ₹ 100 Crores (Rupees Hundred Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

BY ORDER OF THE BOARD
For **PRODOCS SOLUTIONS LIMITED**

**Meghha Trivedi**
Company Secretary and
Compliance Officer
(Membership No. F11110)

Place : Mumbai
Date : 28th August, 2026

**Regd. off:**
6/19 1st Floor Transmission House,
Compound N0 82 MIDC, Nr M V Road,
Andheri East Mumbai -MH 400059
CIN: L72900MH2019PLC322408

## NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its general circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as 'MCA Circulars') permitted convening AGM through VC / OAVM facility without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Seventh Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM facility, without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The explanatory statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and SS-2 are also annexed.

3. Only registered equity shareholders of the Company may attend (either in person or by authorised representative) at the said AGM through VC / OAVM facility.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not available for the AGM, hence, the Proxy form and attendance slip are not annexed hereto.

5. The Body Corporates being members of the Company are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, participate therein and cast their votes through e-voting. Such authorized representative may attend and vote at the AGM provided that a certified true copy of the board resolution or the authority letter or power of attorney authorizing the representative is sent to the scrutinizer at ketan@krsandco.in with a copy marked to evoting@nsdl.com , not later than 48 hours before the commencement of the meeting. Alternatively, the same may be uploaded by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

6. Since, the AGM will be held through VC/OAVM facility, the route map of venue of the meeting is not annexed hereto.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the AGM. All the documents referred to in this Notice will also be available for inspection electronically on all working days without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an e-mail to secretarial@prodocssolution.com mentioning their folio number / DP ID and Client ID.

8. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Registrar and Transfer Agent / Depository Participants. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent by ordinary post to those members whose e-mail address is not registered with the Registrar and Transfer Agent / Depository Participants. Members may note that this Notice will also be available on the Company's website at www.prodocsolutions.com , websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com

9. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 100 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee ("NRC") and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. The attendance of the members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Pursuant to the provisions of Section 108 of the Act read with rule made thereunder, SS-2 issued by the ICSI, Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the

Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

12. Members are informed that in case of joint holders attending the AGM, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.

13. 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 https://www.evoting.nsdl.com/ to reset the password.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. Since the entire Shareholding is in Demat, Members are requested to intimate / update changes, if any, in postal address, e-mail ID, mobile no., PAN, nominations, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc. to their respective DPs for making necessary changes.

16. In terms of the provisions of Section 152 of the Act, Mr.Paresh Bhatelia (DIN: 01363306) Director of the Company, retire by rotation at the Meeting. Details of Directors retiring by rotation at this Meeting are provided in the “Annexure 1” to this Notice.

17. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case shares held in dematerialised form) as on the cut-off date i.e. Tuesday 22nd September, 2026, shall be entitled to avail the facility of remote e-Voting as well as vote in the AGM through e-Voting system. A person who is not a member as on the cutoff date, should treat this notice of AGM for information purposes only. The voting right of the shareholder shall be reckoned in proportion to his/her shares in the total paid-up equity share capital of the Company as on cut-off date i.e. Tuesday 22nd September 2026.

18. A person who becomes a member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Tuesday 22nd September 2026, may obtain the User Id and password by sending a request at evoting@nsdl.com or secretarial@prodocssolution.com. However, if such member is already registered for e-Voting, then such member may follow the process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM given in this Notice.

19. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

20. Board of Directors of the Company has appointed Mr. Ketan Ravindra Shirwadkar, Proprietor of KRS AND CO., Company Secretaries in whole time practice (Membership No. FCS - 13938 and Certificate of Practice No. 15386) to scrutinise the remote e-Voting process and e-voting in the AGM in a fair and transparent manner.

21. After completion of scrutiny of the votes cast at the AGM through e-voting and the votes cast through remote e-Voting, the Scrutiniser shall make, within 2 working days from the conclusion of the AGM, a consolidated scrutiniser’s report and submit the same to the Chairman of AGM or any other person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared alongwith scrutiniser’s report shall be placed on the Company’s website www.prodocssolutionscom and NSDL website: www.evoting.nsdl.com, immediately after the results are declared.

22. The Board of Directors, at its meeting held on May 29, 2026, has recommended payment of final dividend of ₹1/- i.e. @ 10% per equity share having face value of ₹10/- each aggregating to ₹70,50,000/- for the financial year ended March 31, 2026. The final dividend on equity shares for the Financial Year ended March 31, 2026, if declared at the AGM, will be paid subject to deduction of tax at source.

23. Record Date Members may please note that Tuesday, 22nd September 2026 has been fixed as the Record Date for determining the eligibility for payment.

24. TDS on Dividend: - In accordance with the provisions of the Income Tax Act, 2025 (‘the IT Act’) as amended by Finance Act, 2026, with effect from 1st April 2026, dividend declared and paid by the Company is taxable in hands of shareholders. The Company shall, therefore, be required to deduct Tax at Source (‘TDS’) at the applicable rates on dividend payable to its shareholders. TDS rate would vary depending on the residential status of the shareholder and the documents submitted and duly accepted by the Company. For further detail on Tax on Dividend, please click https://prodocssolution.com/wp-content/uploads/2026/08/Notice-TDS-Communication-1.pdf

# Notice (Contd.)

**Notes:**

i. If dividend income is taxable in hands of any person other than the recipient of the dividend (e.g. Clearing member/corporations), then requisite details by way of a declaration should be communicated in Annexure-I (as available under above link) .

ii. iTax at source will not be deducted from an individual member if the dividend amount in a financial year does not exceed ₹10,000 or where an individual member provides Form 121 as prescribed under the IT Act, provided that the eligibility conditions are being met. Blank Form 121 can also be downloaded from the above link.

iii. Shareholders may note that all documents to be submitted are required to be self-attested (the documents should be signed by shareholder/ authorised signatory stating the document to be "certified true copy of the original"). In case of ambiguous, incomplete or conflicting information, or valid information/documents not being provided, tax at maximum applicable rate will be deducted.

iv. In case of any discrepancy in documents submitted by the shareholder, the Company will deduct tax at rate as applicable, without any further communication in this regard.

v. Recording of valid PAN in the records of Company/ RTA is mandatory. In absence of valid PAN, tax will be deducted at the higher of the following rates: (as per Section 397 of the IT Act) at rate specified in the relevant provisions of the IT Act; or at rates in force; or at the rate of 20%

vi. Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form, as on Record Date and other documents available with the Company/ RTA. Shareholders holding shares under multiple accounts under different residential status/ category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will be considered for their entire shareholding under different accounts.

vii. Further, if PAN is not as per the database of the Income tax Portal, it would be considered an invalid PAN.

viii. In the event of a mismatch in category of shareholder (individual, company, trust, partnership, local authority, Government, Association of Persons etc.) as per register of members and as per fourth letter of PAN (10-digit alphanumeric number), the Company would consider fourth letter of PAN for determining the category of shareholders and the applicable tax rate/ surcharge/ education cess.

ix. Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents from you, the shareholders have an option to claim an appropriate refund, if eligible at the time of filing the return of income as per IT Act.

x. The Company shall arrange to email a soft copy of TDS certificate to you at your registered email address. Shareholders will also be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account on the Income-tax e-filing portal.

xi. In an event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.

xii. The aforesaid documents, as applicable, are required to be emailed to the Company at accounts@prodocssolution.com on or before Tuesday, 22nd September 2026, 17:00 Hours (IST) to enable the Company to determine the appropriate TDS rates (if interim dividend is declared). It is advisable to send the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates. No claim shall lie against the Company for taxes deducted.

xiii. Members holding shares in dematerialised form may note that dividend will be remitted on the basis of the bank account details provided by their respective Depository Participants (DPs), in terms of the applicable regulations. The Company will not entertain any direct request from such Members for change, addition or deletion of bank details. Members are therefore requested to update their Electronic Bank Mandate with their respective DPs, as remittance will be made only as per the particulars mapped with the DPs.

## 1. INSTRUCTION FOR REMOTE EVOTING AND EVOTING:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 26th September, 2026 at 9:00 A.M. and ends on Monday, 28th September,2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 22nd September,2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September,2026.

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 and joining virtual meeting 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 or joining virtual meeting & voting during the meeting.<br>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 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 or joining virtual meeting & voting during the meeting.<br>3. 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 |

# Notice (Contd.)

| Type of shareholders | Login Method |
|---|---|
| | 4. 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 or joining virtual meeting & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. 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.<br>2. 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 or joining virtual meeting & voting during the meeting. 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.<br>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.<br>4. 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. |

| Type of shareholders | Login Method |
|---|---|
| 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 or joining virtual meeting & voting during the meeting. |

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 related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.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 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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<br><br>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<br><br>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<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

# Notice (Contd.)

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.inwith 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 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

2. 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.

3. 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.

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

# Notice (Contd.)

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (secretarial@prodocssolution.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting i.e. latest by Tuesday, **22nd September, 2026** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@prodocssolution.com. Request for registration as a speaker sent at any other email id other than secretarial@prodocssolution.com shall not be considered. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

BY ORDER OF THE BOARD
For **PRODOCS SOLUTIONS LIMITED**

**Meghha Trivedi**
Company Secretary and
Compliance Officer
(Membership No. F11110)

Place : Mumbai
Date : 28th August, 2026

**Regd. off:**
6/19 1st Floor Transmission House,
Compound N0 82 MIDC, Nr M V Road,
Andheri East Mumbai -MH 400059
CIN: L72900MH2019PLC322408

## ANNEXURE 1 TO ITEM 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meetings

| | |
|---|---|
| Name of the Director | Paresh Bhatelia |
| Director Identification Number (DIN) | 01363306 |
| Date of Birth | 07-03-1969 (57 years) |
| Nationality | Indian |
| Date of Appointment on Board | 16-09-2024 |
| Qualification | B.Com, Chartered Accountant, Cost Accountant |
| Experience (in years) | Mr. Paresh Bhatelia has more than 28 (Twenty-Eight) years of experience in accounts, finance, loan syndication, and merchant banking. Previously he served as Executive Director – Finance at Rustomjee Kerawalla Foundation part Ampersand Group, VIBGYOR Group of Schools from April 2001 to February 2021, as General Manager – Merchant Banking at Enarai Finance Limited from October 1993 to March 1998, and Project Executive at S.H. Bathiya & Co. from August 1992 to October 1993. |
| Shareholding | NIL |
| List of Directorships held in other Companies (excluding Foreign, Private and Section 8 Companies) | NIL |
| Membership/ Chairmanships of Audit and Stakeholders' Relationship Committee across other public Companies | NIL |
| Brief Resume | He has completed his B.Com from University of Bombay. He is also a Chartered Accountant by profession and is an associate member of the ICAI. He has also cleared his ICWAI exam with gold medal in advanced accountancy. He brings over two decades of experience in accounts and finance. As a non-executive director, he offers strategic guidance, particularly in financial management. |
| Nature of Expertise in Functional Areas | • Leadership<br>• Strategic Planning<br>• Financial, Regulatory / Legal<br>• Corporate Governance |
| Relationship with Other directors | He is not related to any Directors of the Company. |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | NA |
| Terms and conditions of re-appointment | Appointed as Non-executive Director w.e.f. September 16, 2024 and liable to retire by rotation |

| | |
|---|---|
| Remuneration sought | Not applicable-Sitting fees paid to directors |
| Remuneration last drawn | Not applicable -Sitting fees paid to directors |
| Date of first appointment on the Board | 16th September,2024 |
| No. of meetings of board attended during the year | The details of his attendance are given in the Board Report. |

## Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard -2 on General Meetings

***Item No. 4***

The Securities and Exchange Board of India ("SEBI"), pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, has extended the applicability of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") to certain entities whose specified securities are listed on the SME Exchange.

In terms of the amended Regulation 15(2)(b) of the SEBI LODR Regulations, with effect from April 1, 2025, Regulation 23 becomes applicable to an SME-listed entity where its paid-up equity share capital exceeds ₹10 crore or its net worth exceeds ₹25 crore as on the last day of the previous financial year. As per the Audited Financial Statements for the year ended 31st March 2026, the company has crossed the thresholds of applicability of Regulation 23 of SEBI LODR Regulations as mentioned under the amended Regulation 15(2)(b) of SEBI LODR Regulations. Thus, the Company has accordingly become subject to the provisions of Regulation 23 of the SEBI LODR Regulations for the first time and needs to comply the same within a period of six months.

Consequent to the applicability of Regulation 23, all Related Party Transactions ("RPTs") undertaken or proposed to be undertaken by the Company are required to be dealt with in accordance with the requirements prescribed under the said Regulation, including prior approval of the Audit Committee and, wherever applicable, approval of the Members of the Company, in case of Material Related Party Transactions.

Further, pursuant to Regulation 23(1) of the SEBI LODR Regulations, in the case of an SME-listed entity, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹50 crore or 10% of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower. Accordingly, the materiality threshold is 5,52,31,700/- (Five Crore, Fifty-Two Lakhs, Thirty-One Thousand, Seven-Hundred Only)

The Company has identified certain transactions/proposed transactions with its Related Party which, individually or in aggregate with previous transactions during the financial year, are likely to exceed the aforesaid materiality threshold (details of which are given hereunder). Accordingly, approval of the Members is being sought for the said Material Related Party Transactions in accordance with Regulation 23 of the SEBI LODR Regulations 2015.

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024, and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is as under

## RELATED PARTY – EDATA SOLUTIONS INC

| Sr. No. | Particulars of the information | Details |
|---|---|---|
| 1 | Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable | Information as placed before the Audit Committee as specified in the RPT Industry Standards is provided herein below as Part-A |
| 2 | Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT | The transactions are undertaken to augment the Company's sales and revenue and are in the ordinary course of the Company's business, carried out on an arm's length basis |
| 3 | Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards. | The Audit Committee has reviewed the certificates issued by the CFO and the CEO of the Company, as required under the RPT Industry Standards. |
| 4 | Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval | The material RPT has been approved by the Audit Committee and the Board recommends the proposed transaction(s) to the Members for approval. |
| 5 | Provide web-link and QR Code through which shareholders can access the valuation report or other reports of external party if any considered by Audit Committee while approving the RPT. | Not applicable |
| 6 | Disclosure regarding redaction of commercial secrets affecting competitive position. | We affirm that the Audit Committee and Board, while providing information to the Members have redacted only commercially sensitive information, and affirm that disclosures provide all the necessary information to the Members for informed decision-making. Refer below table titled as "Part – A". |
| 7 | Any other information that may be relevant. | None |

## Part A –

(1) Basic Details of the related party

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Name of the Related Party | Edata Solutions Inc. |
| 2. | Country of Incorporation of the related party | USA |
| 3. | Nature of business of the related party | IT enable services |

# Notice (Contd.)

(2) Relationship and Ownership of the related party

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following: | Step-down Subsidiary.<br><br>Mr. Manan Kothari is a Promotor of the Company and is commonly interested in/ related to Edata Solutions Inc. thereby rendering entity "related party" of the Company. |
| | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party | Prodocs Solutions Inc wholly owned subsidiary of Prodocs Solutions Limited is holding 60% Shareholding in a Edata Solutions Inc. Thus the related party is a step down subsidiary of the Company. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). | Not applicable |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | Mr. Manan Kothari - President and Member of the Edata Solutions Inc., USA is a Promoter in the Listed Entity holding 9.36% Shares of the Company.<br><br>Ms. Pallavi Kothari Mother of Manan Kothari and Promoter of the Listed Company is holding 14.18 % shares of the Company<br><br>Ms. Khusboo Shah and Ms. Khyati Sanghavi are sisters of the Manan Hiren Kothari and Daughters of the Pallavi Kothari holding 1.70% each shares of the company. |

(3) Details of previous transactions with the related party

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary. | Sale of services by Prodocs Solutions Limited to Edata Solution Inc 33,98,32,656/- during the financial year 2025-2026<br><br>Acquisition of 60% stake amount of ₹10,29,24,870 by Prodocs Solution Inc (wholly owned subsidiary) in Edata Solutions Inc during the year 2025-2026 |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | April 2026 to June 2026 ₹ 10,82,06,476 |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | NA |

(4) Amount of the proposed transaction(s)

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | upto ₹60,00,00,000/- (Rupees Sixty Crore only) |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | Edata Solutions Inc.: 109% of consolidated turnover |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NIL |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 136% of the Edata Solutons Inc's standalone turnover |
| 6. | Financial performance of the related party for the immediately preceding financial year (FY 2025-26) Explanations: The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis<br><br>Turnover :<br>Profit after Tax :<br>Net worth : | Turn over - ₹ 44,08,59,606<br>Profit after tax- ₹ 1,58,58,922<br>Networth- ₹ 14,19,94,198 |

(5) Basic details of the proposed transaction(s)

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.) | Sale of Services |
| 2. | Details of each type of the proposed transaction | Sale of services such as Title Insurance, Real Estate, Mortgage Services, ePublishing, Document Indexing, Data Management and Digital Transformation Services.<br><br>Fees and Projects will be described by the task orders executed by the company and Edata Solutions Inc. company issues monthly invoices to edata solution which are due and payable within 45days. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified | One Year – From 1st April, 2026 to 31st March 2027. |
| 4. | Whether omnibus approval is being sought? | No |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | INR 60 Crore (Rupees Sixty Crores Only) |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The transactions are undertaken to augment the Company's sales and revenue and are in the ordinary course of the Company's business, carried out on an arm's length basis |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | Mr. Manan Kothari Promoter of the company is a President and Member of the Edata Solutions Inc.,USA and, Ms. Pallavi Kothari Promoter of the Company being a Mother of Manan Kothari are interested. And Ms. Khusboo Shah and Ms. Khyati Sanghavi are sisters and included in the promotor group are also interested. |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Manan Kothari is holding 40% in the edata solutions Inc., USA |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not applicable |
| 9. | Other information relevant for decision making. | - |

## PART B -

B(1) : Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | Considering the nature of the services, customer-specific requirements and absence of directly comparable offers from unrelated parties, comparable bids are not available. The management has therefore evaluated the proposed transaction with reference to prevailing market conditions, historical transactions and other relevant commercial benchmarks and considers the proposed terms to be fair, reasonable and in the interest of the Company and its shareholders. |
| 2. | Basis of determination of price. | Price determined on an arm's-length basis considering the prevailing market rates |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | Not applicable |
| a. | Amount of Trade advance | Not applicable |
| b. | Tenure | Not applicable |
| c. | Whether same is self-liquidating? | Not applicable |

The Board recommends passing of the Ordinary Resolution, as set out in item no. 4 of this Notice for approval by the Members of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Accordingly, except for Ms. Nidhi Parth Sheth, Mr. Abhay Prakash Kapasi and their Relatives, M/s Edata Solutions INC and their Related Parties none of the Directors and KMP and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The approval of the Members is therefore being sought by way of an Ordinary Resolution for the proposed Material Related Party Transactions as set out in the accompanying resolution 4

The Members are requested to carefully consider and approve the proposed resolution.

***Item No.5 and 6***

The Company as part of its ongoing and proposed business operations, expansion plans and to meet its working capital obligations, borrows money from time to time from Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise depending on the market conditions and availability of funds with the various parties and the terms and conditions best suited for the Company. It is proposed to increase the borrowing limit to 100 crores over and above the aggregate of the paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, by seeking approval of Members by way of a Special Resolution as per Section 180(1)(c) of the Act, as set out at Item No. 5 of the Notice.

# Notice (Contd.)

The borrowings of the Company may, if necessary, be secured by way of charge/mortgage/pledge/ hypothecation on the Company's assets comprising of the movable and/or immovable, tangible/ intangible properties of the company, present or future, in favour of the lender(s)/ agent(s)/ trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution at Item No. 6. The documents relating to charge and/or mortgage and/or pledge and/ or hypothecation in favour of the lender(s)/agent(s)/ trustees may contain the provisions to take over substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company's, which may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Act. As per Section 180(1)(a) of the Act, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by a Special Resolution.

The Resolution under Item No. 6 is therefore proposed to be passed to seek consent of Members for creation of charge/ mortgage/pledge/hypothecation to secure borrowings subject to the limits approved under Section 180(1)(a) of the Act, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The proposed resolutions are enabling resolutions. The Board, accordingly, recommends the passing of the Special resolutions as set out at Item No. 5 & 6 of this Notice, for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 & 6of the Notice.

***Item no.7***

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company is required to obtain approval of the Members by way of a Special Resolution, in case it proposes to give any loan, provide any guarantee or security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under the said Section, being 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is higher.

In order to enable the Company to meet its business requirements and to provide financial flexibility for making investments, granting loans, giving guarantees in favour of lenders or subsidiaries or providing securities, as may be required from time to time, in the ordinary course of business and in alignment with its growth and strategic objectives, it is proposed to seek approval of the Members under Section 186 of the Act.

Accordingly, the Board of Directors has approved, subject to the approval of the Members, authorising the Company to make loans, give guarantees, provide securities and make investments, from time to time, up to an aggregate amount of ₹ 100 Crores (Rupees Hundrend Crores only) over and above the limits prescribed under Section 186 of the Act

The proposed approval will enable the Company to deploy funds efficiently and support its operational and strategic requirements, as may arise from time to time, in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice.

The Board recommends the resolution at Item no.7 to be passed as Special Resolution.

***Item no.8***

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of working capital requirements as may be required from time to time for its principal business activities and other matters connected and incidental thereto, for a sum not exceeding ₹ 100 Crores (Rupees Hundred Crores Only). The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors therefore recommends the resolution as set out in item no. 8 of the notice for approval of members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

BY ORDER OF THE BOARD
For **PRODOCS SOLUTIONS LIMITED**

**Meghha Trivedi**
Company Secretary and
Compliance Officer
(Membership No. F11110)

Place : Mumbai
Date : 28th August, 2026

**Regd. off:**
6/19 1st Floor Transmission House,
Compound N0 82 MIDC, Nr M V Road,
Andheri East Mumbai -MH 400059
CIN: L72900MH2019PLC322408