PRODOCS SOLUTIONS LIMITED

Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND N0 82 MIDC, NR M V ROAD, ANDHERI EAST MUMBAI -MH 400059; Tel: 022-62315800; Email: info@prodocssolution.com; website: www.prodocssolution.com CIN: L72900MH2019PLC322408;

October 15,2026

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 October 9, 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.	Approval of Material Related Party Transaction Between Prodocs Solutions Inc., USA, A Wholly-Owned Subsidiary of Prodocs Solutions Limited and Mr. Manan Kothari, Promoter of Prodocs Solutions Limited	Ordinary Resolution
2.	Approval of Material Related Party Transaction Between Prodocs Solutions Inc., USA, A Wholly-Owned Subsidiary of Prodocs Solutions Limited and Edata Solutions Inc., USA Subsidiary of Prodocs Solutions Inc., USA and Step-Down Subsidiary of Prodocs Solutions Limited	Ordinary Resolution
3.	Approval of Material Related Party Transaction with Gemini Innovations Private Limited	Ordinary 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, October 9, 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, October 9, 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	Friday, October 16, 2026 at 09.00 A.M. (IST)
Remote e-voting end date and time	Saturday, November 14, 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
DN: c=IN, o=Personal, title=1585, pseudonym=st1dyhml7czi4e09wfqx36a8ojpi9v2g, 2.5.4.20=229be847c620f40c7e8f7f279e776fe0487d10f0af2ddc2f62c55c445617f780, postalCode=400077, st=Maharashtra, serialNumber=4a0471700e0bd75c49afe7adb5142526b7c5d33c4e4a5a21a871590c89ff1f4, cn=Meghha Trivedi
Date: 2026.10.15 12:10:17 +05'30'

Meghha Trivedi
Company Secretary & Compliance Officer.
FCS No: F11110

Encl.: - a/a

PRODOCS SOLUTIONS LIMITED

Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND N0 82 MIDC, NR M V ROAD, ANDHERI EAST MUMBAI -MH 400059; Tel: 022-62315800; Email: info@prodocssolution.com; website: www.prodocssolution.com CIN: L72900MH2019PLC322408;

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	143308
Cut-off date for determining the Equity Shareholders entitled to vote	Friday, October 9, 2026
Remote e-voting start date and time	Friday, October 16, 2026 at 09.00 A.M. (IST)
Remote e-voting end date and time	Saturday, November 14, 2026 at 05.00 P.M. (IST)

SPECIAL BUSINESS:

1. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION BETWEEN PRODOCS SOLUTIONS INC USA, A WHOLLY-OWNED SUBSIDIARY OF PRODOCS SOLUTONS LIMITED AND MR. MANAN KOTHARI, PROMOTER OF PRODOCS SOLUTIONS LIMITED**

   To consider and if though fit, to pass the following resolution as an 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(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure (Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the Policy on Related Party Transaction(s) of Prodocs Solutions Limited ("the Company") and based on the prior approval of the Audit Committee, the approval 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 authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of individual transactions or series of transaction(s) taken together or otherwise), the details of which are provided in the statement pursuant to Section 102 and other provisions of the Act read with Rules, to be entered into and / or executed between Prodocs Solutions Inc, USA (a Wholly-Owned Subsidiary of Prodocs Solutions Limited) and

Mr. Manan Hiren Kothari, Promoter of Prodocs Solutions Limited, both being a related parties of the Company pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, for Acquisition/ purchase by of the remaining 40% outstanding equity shares from Mr. Manan Hiren Kothari of edata Solutions Inc. USA, or such number of equity shares/securities as may be necessary to make edata Solutions Inc. USA a 100% wholly-owned subsidiary of Prodocs Solutions Inc, USA for a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR), 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 Prodocs Solutions Inc, USA.

2. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION BETWEEN PRODOCS SOLUTIONS INC USA, A WHOLLY-OWNED SUBSIDIARY OF PRODOCS SOLUTONS LIMITED AND eDATA SOLUTIONS INC, USA SUBSIDIARY OF PRODOCS SOLUTIONS INC, USA AND STEP-DOWN SUBSIDIARY OF PRODOCS SOLUTIONS LIMITED**

To consider and if though fit, to pass the following resolution as an 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(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure (Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the Policy on Related Party Transaction(s) of Prodocs Solutions Limited ("the Company") and based on the prior approval of the Audit Committee, the approval 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 authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of individual transactions or series of transaction(s) taken together or otherwise), the details of which are provided in the statement pursuant to Section 102 and other provisions of the Act read with Rules, to be entered into and / or executed between Prodocs Solutions Inc, USA (a Wholly-Owned Subsidiary of Prodocs Solutions Limited) and eData Solutions Inc,USA Subsidiary of Prodocs Solutions Inc, Usa and Step-Down Subsidiary of Prodocs Solutions Limited, both being a related parties of the Company pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, for giving of loans / financial assistance to eData Solutions Inc for a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR), 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 Prodocs Solutions Inc, USA and eData Solutions Inc, USA

3. **APPROVAL OF MATERIAL REALTED PARTY TRANSACTION WITH GEMINI INNOVATIONS PRIVATE LIMITED**

To consider and if though fit, to pass the following resolution as an 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 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure (Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the Policy on Related Party Transaction(s) of Prodocs Solutions Limited ("the Company") and based on the prior approval of the Audit Committee, the approval 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 authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of individual transactions or series of transaction(s) taken together or otherwise), the details of which are provided in the statement pursuant to Section 102 and other provisions of the Act read with Rules, to be entered into and / or executed with GEMINI INNOVATIONS PRIVATE LIMITED a company in which Ms. Forum Kapashi, Promoter of the Company is Interested, 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 authorized 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".

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

Sd/-
Meghha Trivedi
Company Secretary
FCS No: F11110
Place: Mumbai
Date: 09-10-2026

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

Notes:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms an integral 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, October 9, 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.

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.

3. 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.

4. The remote e-voting period commences on **Friday, October 16, 2026 at 09.00 a.m. (IST)** and ends on **Saturday, November 14, 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.

5. The Board of Directors of the Company has appointed C.S. Ketan Ravindra Shirwadkar, Practicing Company Secretary, (FCS No.13938 CP. No. 15386) of M/s 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.

6. 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.

7. 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 Saturday, November 14, 2026.

8. 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.

9. 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.

10. 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.mufg.com/ to know more about the registration process.

11. The terms 'Members' and 'Shareholders' have been used interchangeably to denote the shareholders of the Company.

12. **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 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. 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 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. 5. 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	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. 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. 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. 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. 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.

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 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

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 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 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.

Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND N0 82 MIDC, NR M V ROAD, ANDHERI EAST MUMBAI -MH 400059; Tel: 022-62315800; Email: info@prodocssolution.com; website: www.prodocssolution.com CIN: L72900MH2019PLC322408;

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

ITEM NO. 1: 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 ₹10,00,00,000/- (Rupees. Ten Crores only) or its net worth exceeds ₹25,00,00,000/- (Rupees. Twenty-five Crore only) 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.

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 ₹50,00,00,000/- (Rupees. Fifty Crores only) 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/- (Rupees. Five Crore, Fifty-Lakhs, Thirty-One Thousand, Seven-Hundred Only).

Prodocs Solutions Inc, USA (a Wholly-Owned Subsidiary of Prodocs Solutions Limited) and Mr. Manan Hiren Kothari, Promoter of Prodocs Solutions Limited, both are related parties of Prodocs Solutions Limited pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between(i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Prodocs Solutions Inc, USA is holding 60% shares of eData Solutions Inc, USA and Mr. Manan Hiren Kothari is holding remaining 40% shares of eData Solutions Inc. Prodocs Solutions Inc proposes to acquire the remaining 40% shares of eData Solutions Inc from Mr. Manan Hiren Kothari for an aggregate consideration not exceeding 1.5 million USD (approx. upto 15 Crores INR).The proposed transaction is being undertaken with a view reorganize the existing group structure by making eData Solutions Inc, USA a wholly -owned subsidiary of Prodocs Solutions Inc, USA by virtue of which Prodocs Solutions Limited will have access to the clientele served by eData Solutions Inc, USA which will help to achieve greater operational and administrative efficiency

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.

PRODOCS SOLUTIONS LIMITED

Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND N0 82 MIDC, NR M V ROAD, ANDHERI EAST MUMBAI -MH 400059; Tel: 022-62315800; Email: info@prodocssolution.com; website: www.prodocssolution.com CIN: L72900MH2019PLC322408;

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

Proposed Related Party Transaction between Prodocs Solutions INC USA and Mr. Manan Hiren Kothari

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 proposed transaction is being undertaken with a view reorganize the existing group structure by making eData Solutions Inc, USA a wholly -owned subsidiary of Prodocs Solutions Inc, USA by virtue of which Prodocs Solutions Limited will have access to the clientele served by eData Solutions Inc, USA which will help to achieve greater operational and administrative efficiency
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 Managing Directors and CFO 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 “Annexure – 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	Prodocs Solutions Inc (WOS of Prodocs Solutions Limited) and Mr. Manan Hiren Kothari (Promoter of Prodocs Solutions Limited
2.	Country of Incorporation of the related party	Prodocs Solutions Inc – USA Mr. Manan Hiren Kothari being an Individual – NA
3.	Nature of business of the related party	Prodocs Solutions Inc is engaged in the business of IT enable services. Mr. Manan Hiren Kothari is the Promoter of Prodocs Solutions Limited,

(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:	Prodocs Solutions Inc, USA is a wholly-owned Subsidiary of Prodocs Solutions Limited. Mr. Manan Kothari is a Promotor of Prodocs Solutions Limited and is commonly interested in/ related to eData Solutions Inc. USA and holding 40% shares in the eData Solutions Inc., USA 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 Limited holds 100% of Prodocs Solutions Inc, USA. Direct/ Indirect shareholding in case of Manan Hiren Kothari being an Individual is not applicable
	• 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	Mr. Manan Kothari - is a Promoter in the Listed Entity holding 9.36% Shares of the Company. Ms. Pallavi Kothari Mother of Manan Kothari and Promoter of the Listed Company is holding 14.18 % shares of the Listed Company

	which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	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 Listed Entity

(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.	
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.	Acquisition of 60% stake amount of Rs.10,29,24,870 (Rupees Ten Crore Twenty-nine lacs Twenty-four Thousand Eight Hundred and Seventy Only) by Prodocs Solution Inc (wholly owned subsidiary) in Edata Solutions Inc during the year 2025-2026
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.	For a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR)
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	27.16%

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 as there is no turnover in Prodocs Solutions Inc.,USA
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.	Not Applicable (since Individual)
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 Turnover : Profit after Tax : Net worth :	Not Applicable (since Individual)

(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.)	Prodocs Solutions Inc, USA (WOS of the Company) is holding 60% shares of eData Solutions Inc and Mr. Manan Hiren Kothari (Promoter of the Company) is holding remaining 40% shares of eData Solutions Inc. Prodocs Solutions Inc proposes to acquire the remaining 40% shares of eData Solutions Inc from Mr. Manan Hiren Kothari for an aggregate consideration not exceeding 1.5 million USD (approx. upto 15 Crores INR)
2.	Details of each type of the proposed transaction	Same as above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified	One Year – from approval of this transaction
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.	for an aggregate consideration not exceeding 1.5 million USD (approx. upto 15 Crores INR)

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is being undertaken with a view reorganize the existing group structure by making eData Solutions Inc, USA a wholly -owned subsidiary of Prodocs Solutions Inc, USA by virtue of which Prodocs Solutions Limited will have access to the clientele served by eData Solutions Inc, USA which will help to achieve greater operational and administrative efficiency
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	Not Applicable (since individual)
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.	Not applicable

PART B -

B(3) : Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Investment by Prodocs Solutions Limited in Prodocs Solutions Inc, USA

2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.*	No
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	Since the acquisition is through transfer of shares from existing shareholder of investee company there is no flow of fund in the investee company. Hence the same is not applicable
4.	Material terms of the proposed transaction	Prodocs Solutions Inc, USA (WOS of the Company) is holding 60% shares of eData Solutions Inc and Mr. Manan Hiren Kothari (Promoter of the Company) is holding remaining 40% shares of eData Solutions Inc.,USA Prodocs Solutions Inc.,USA proposes to acquire the remaining 40% shares of eData Solutions Inc from Mr. Manan Hiren Kothari for an aggregate consideration 1.5 million USD (approx. upto 15 Crores INR)

C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party *Note:* a. *Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* b. *This shall be applicable in case of investment in debt securities.*	No Credit Rating Availed
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Required.

The Board recommends passing of the Ordinary Resolutions, as set out in item no. 1 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 Mr. Manan Hiren Kothari, Pallavi Hiren Kothari, Ms. Nidhi Parth Sheth, Mr. Abhay Prakash Kapashi and their Relatives, M/s Prodocs Solutions Inc, 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 1

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

ITEM NO. 2: 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 ₹10,00,00,000/- (Rupees.Ten Crore only) or its net worth exceeds ₹25,00,00,000/- (Rupees. Twenty-five Crores only) 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.

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 ₹50,00,00,000/- (Rupees. Fifty Crores only) 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/- (Rupees. Five Crore, Fifty-Lakhs, Thirty-One Thousand, Seven-Hundred Only).

Prodocs Solutions Inc, USA (a Wholly-Owned Subsidiary of Prodocs Solutions Limited) and eData Solutions Inc,USA Subsidiary of Prodocs Solutions Inc, USA and Step-Down Subsidiary of Prodocs Solutions Limited, both are related parties of Prodocs Solutions Limited pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between(i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Prodocs Solutions Inc, USA proposes to give loan / extend financial assistance to eData Solutions Inc, USA for a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR). The proposed transaction is being undertaken with a view enable the eData Solutions Inc to meet its immediate and medium-term working capital requirement. The proposed transaction

along the already existing transaction of Prodocs Solutions Limited with eData Solutions Inc, USA for which members approval was sought at the 7th Annual General Meeting of the Company held on Tuesday 29th September, 2026 shall render the transaction to be material in nature.

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

Proposed Related Party Transaction between Prodocs Solutions INC USA and eData Solutions INC, USA

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	Prodocs Solutions Inc, USA proposes to give loan / extend financial assistance to eData Solutions Inc, USA for a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR)The proposed transaction is being undertaken with a view enable the eData Solutions Inc to meet its immediate and medium-term working capital requirement
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 Managing Director and CFO 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.

Sr. No.	Particulars of the information	Details
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 "Annexure – 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	Prodocs Solutions Inc, USA (a Wholly-Owned Subsidiary of Prodocs Solutions Limited) and eData Solutions Inc, Subsidiary of Prodocs Solutions Inc, USA and Step-Down Subsidiary of Prodocs Solutions Limited,
2.	Country of Incorporation of the related party	USA
3.	Nature of business of the related party	IT enable services

(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:	Prodocs Solutions Inc, USA is a Wholly-Owned Subsidiary of Prodocs Solutions Limited) and eData Solutions Inc, USA is a Subsidiary of Prodocs Solutions Inc, USA and Step-Down Subsidiary of Prodocs Solutions Limited,
	• Shareholding of the listed entity/ subsidiary (in case of transaction	Prodocs Solutions Limited is holding 100% shareholding of Prodocs Solutions Inc, USA

	involving the subsidiary), whether direct or indirect, in the related party	Prodocs Solutions Inc, USA is presently holding 60% shareholding of eData Solutions Inc, USA. Thus Prodocs Solutions Limited in indirectly holding 60% of eData Solutions Inc, USA.
	• 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 Listed Company Ms. Pallavi Kothari Mother of Manan Kothari and Promoter of the Listed Company is holding 14.18 % shares of the Listed Company 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 Rs.33,98,32,656/- (Rupees Thirty-Three Crore Ninety-Eight Lacs Thirty-Two Thousand Six Hundred and Fifty-Six Only) during the financial year 2025-2026 Acquisition of 60% stake amount of Rs.10,29,24,870 (Rupees Ten Crore Twenty-nine lacs Twenty-four Thousand Eight Hundred and Seventy Only) 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	Prodocs Solutions Limited (Listed Company) have entered into a transaction for sale of services with eData Solutions Inc. The

	with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Transaction upto the Quarter ended 30th September 2026 is Rs. 7,00,91,061 (Rupees. Seven Crores Ninety-one Thousand Sixty-one only) The provisions of Regulation 23 of the Listing Regulations have first time become applicable to the Listed Company and the company at its 7th AGM held on 29th September, 2026 have sought members approval for the transaction for sale of services with eData Solutions Inc.,USA
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.	For a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR)
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?	The Proposed Transaction between Prodocs Solutions INC USA and eData Solutions INC USA is for a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR). Further Prodocs Solutions Limited is already having a an on -going transaction for sale of services with eData solutions Inc, USA for a sum not exceeding Rs. 60,00,00,000/- (Rupees Sixty Crores only) for which members approval was taken at the 7th Annual General Meeting of the Company. Yes the transaction is material in nature and hence the members approval sought.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	27.16%
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	NIL

	transaction involving the subsidiary and where the listed entity is not a party to the transaction)	
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.	34.02%
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 Turnover : Profit after Tax : Net worth :	Turn over-₹44,08,59,606 Profit after tax-₹1,58,58,922 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.)	Giving of Loan / financial assistance
2.	Details of each type of the proposed transaction	Same as above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified	One Year – from approval of this transaction
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.	For a sum not exceeding 1.5 million USD (approx. upto 15 Crores INR)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Prodocs Solutions Inc, USA proposes to give loan / extend financial assistance to eData Solutions Inc, USA for a sum not exceeding 1.5 million USD (approx. upto 15 Crores The proposed transaction is being undertaken with a view enable the eData Solutions Inc.,USA to meet its immediate and medium-term working capital requirement
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.	-

Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND N0 82 MIDC, NR M V ROAD, ANDHERI EAST MUMBAI -MH 400059; Tel: 022-62315800; Email: info@prodocssolution.com; website: www.prodocssolution.com CIN: L72900MH2019PLC322408;

PART B -

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.*	Prodocs Solutions Limited will invest in its Wholly-Owned Subsidiary, Prodocs Solutions Inc, USA by further acquisition / subscription of shares through right issue. Prodocs Solutions Inc will then extend the loan / financial assistance to eData Solutions Inc, USA
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	No as Prodocs Solutions Limited will subscribe the shares of Prodocs Solutions Inc so no financial indebtedness is incurred
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	NA
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	NA
5.	Maturity / due date	NA
6.	Repayment schedule & terms	NA
7.	Whether secured or unsecured?	NA
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	to meet its immediate and medium-term working capital requirement

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	No credit rating availed
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not Applicable as no borrowings availed.
	FY 2025-26	
	FY 2024-25	
	FY 2023-24	

The Board recommends passing of the Ordinary Resolutions, as set out in item no. 2 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 Mr. Manan Hiren Kothari, Pallavi Hiren Kothari, Ms. Nidhi Parth Sheth, Mr. Abhay Prakash Kapashi and their Relatives, M/s Prodocs Solutions Inc, 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 2

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

ITEM NO. 3: 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 ₹10,00,00,000/- (Rupees Ten Crores only) or its net worth exceeds ₹25,00,00,000/- (Rupees Twenty-five Crores only) 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.

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 ₹50,00,00,000/- (Rupees Fifty Crores only) 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/- (Rupees Five Crore, Fifty-Lakhs, Thirty-One Thousand, Seven-Hundred Only)

The Company has identified certain transactions/proposed transactions with its Related Parties 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.

PRODOCS SOLUTIONS LIMITED

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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 TRANSACTION WITH GEMINI INNOVATIONS PRIVATE LIMITED

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	**Transaction 1:** Providing Corporate Guarantee by the Company to secure loan to be availed by Related Party from any Bank / financial institution / other lending entity, up-to principal amount not exceeding Rs. 32,00,00,000/- (Rupees Thirty-two Crores only) **Transaction No. 2:** Leasing of Premises of Gemini Innovations Private Limited over a period of 10 years. The lease arrangement is in the interest of the Company and enables smooth and efficient conduct of its business operations. The terms of the lease, including rent, are on an arm's length basis and are in line with prevailing market conditions. **Transaction No.3 Loan Given Transaction**: The loan facility is repayable on demand, providing flexibility to recover the amount whenever required. The terms of the loan are fair and commercially reasonable and are in the normal course of business.
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 Managing Director and CFO 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.

Sr. No.	Particulars of the information	Details
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 "Annexure – 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	GEMINI INNOVATIONS PRIVATE LIMITED
2.	Country of Incorporation of the related party	India
3.	Nature of business of the related party	Offering Premises on rent for Ad-films, television and film shooting and for commercial activity.

(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:	Ms. Forum Abhay Kapashi is a Promotor of the Company and Director of the M/s. Gemini Innovations Private Limited.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Not holding any share directly or indirectly.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body	Not applicable

	corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	
	• 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.	Ms. Forum Kapashi is not holding any shares in the company. Abhay Prakash Kapashi Director and Chairman of the Company is a Husband of Ms. Forum Abhay Kapashi and not holding any shares in the company. Ms. Nidhi Parth Sheth is a sister of Ms. Forum Abhay Kapashi is holding 2.34% shares of the company. M/s. Onus Digital Services Private Limited (Forum Kapashi a Promotor Director) Promotor of the company holding 22.70% shares in 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.	Loan Given Transaction: FY 2025-2026-Rs. 3,01,75,000 (Rupees. Three Crores One Lac Seventy-five Thousand only). The above loan was given prior to Ms. Forum Abhay Kapashi becoming Director of M/s. Gemini Innovation Private Limited. At the time of giving Loan there was no connection between Ms/ Gemini Innovations Private Limited and Company.
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.	Loan Given Transaction: April To June 2026- Rs.1,56,50,000 (Rupees One Crores Fifty-six Lacs Fifty Thousand only) June to September 2026-Rs.16,17,500 (Rupees Sixteen Lacs Seventeen Thousand Five Hundred only) The above loan was given prior to Ms. Forum Abhay Kapashi being appointed as Director of M/s. Gemini Innovation Private Limited. At the time of giving Loan there was no connection between Ms/ Gemini Innovations Private Limited and Company.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it	NA

	under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	

(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.	Corporate Guarantee – Principal Amount not exceeding Rs. 32,00,00,000/- (Rupees Thirty-Two Crores Only) Leasing of Premises for ten years – Rs.50,00,00,000/- (Rupees Fifty Crores Only) with monthly remuneration not exceeding Rs. 33,00,000 (Rupees Thirty-Three Lakhs Only) per month starting from on or after 15th November 2026 Loan Given Transaction: - not exceeding Rs.5,00,00,000/- (Rupees Five Crores 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	Corporate Guarantee: 57.94% of consolidated turnover Leasing of Premises: 2.99% Giving of Loan: 9.05%
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	NIL since company is not having turnover

	immediately preceding financial year, if available.	
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 Turnover : Profit after Tax : Net worth :	Turnover: NIL Profit after Tax: Rs.(2,63,29,689) as per Provisional Financial as on 31/03/2026 Networth: Rs.(35,62,92,883) as per Provisional Financial as on 31/03/2026

(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.)	Giving of corporate guarantee, leasing of premises and giving of loan
2.	Details of each type of the proposed transaction	**Transaction 1: Providing Corporate Guarantee** by the Company to secure loan to be availed by Related Party from any Bank / financial institution / other lending entity, up-to principal amount not exceeding Rs. 32,00,00,000/- (Rupees Thirty-two Crores only) **Transaction No. 2: Leasing of Premises** of Gemini Innovations Private Limited over a period of 10 years. The lease arrangement is in the interest of the Company and enables smooth and efficient conduct of its business operations. The terms of the lease, including rent, are on an arm's length basis and are in line with prevailing market conditions. **Transaction 3**: **Giving of Loan:** Grant of unsecured loan to Gemini Innovations Private Limited, a related party, which shall be repayable on demand and shall carry interest at the prevailing market/arm's length rate. The loan is proposed to be given to meet the genuine financial requirements of the related party

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified	One Year – from approval of this transaction
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.	Corporate Guarantee given Transaction: - not exceeding Rs.32,00,00,000/- (Rupees Thirty- two Crores only) Rent per month not exceeding Rs.33,00,000/- (Rupees Thirty-three Lacs only) starting from on or after 15th November 2026 Loan Given Transaction: Not exceeding Rs. 5,00,00,000/- (Rupees Five Crore only)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	**Corporate guarantee to be provided**: The proposed corporate guarantee of ₹32,00,00,000/- (Rupees Thirty Two Crores only) by Company in favor of Gemini Innovations Pvt Ltd is being provided to support the financial requirements of the Related Party in connection with its business operations and/or proposed business activities **Leasing of the Property:** The lease arrangement with Gemini Innovations Private Limited is proposed for the genuine business and operational requirements of the Company and will enable the Company to carry out its business activities smoothly and efficiently. The existing lease agreements for both the office premises of the Company are due to expire on 30th September, 2026 which is extended for two months, respectively. The existing landlords have proposed a substantial increase in rent, with the total monthly rent expected to be approximately ₹35,00,000/- (Rupees Thirty-five Lacs only). Considering the significant increase in the existing rental cost, the Company is propose to shift both of its office premises to the property of Gemini Innovations Private Limited at a comparatively lower and commercially reasonable rent. This will help the Company reduce its operating and rental costs while ensuring continuity of its business operations. The rent payable under the proposed lease arrangement shall be determined on an arm's length basis and in line with prevailing market conditions. Accordingly, the proposed transaction is considered to be commercially

		reasonable and in the interest of the Company and its shareholders. **Loan Given Transaction:** The loan extended to the related party is repayable on demand, thereby providing the Company with the flexibility to seek repayment of the outstanding amount as and when required. The terms and conditions of the loan are fair, commercially reasonable and in the ordinary course of business, and are considered to be in the interest of the Company.
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	Ms. Forum Kapashi is not holding any shares in the company. Abhay Prakash Kapashi Director and Chairman of the Company is a Husband of Ms. Forum Abhay Kapashi and not holding any shares in the company. Ms. Nidhi Parth Sheth is a sister of Ms. Forum Abhay Kapashi is holding 2.34% shares of the company. M/s. Onus Digital Services Private Limited (Forum Kapashi a Promotor Director) Promotor of the company holding 22.70% shares in the company.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	As above
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.	Not applicable
2.	Basis of determination of price.	Prevailing market rates. The lease arrangement is in the interest of the Company and enables smooth and efficient conduct of its business operations. The terms of the lease, including rent, are on an arm's length basis and are in line with prevailing market conditions.
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

(3) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.*	Internal Accrual from Businesses.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	The Company may avail temporary loan from banks or other financial institutions
	a. Nature of indebtedness	Inter Corporate Deposits/ business Loan from banks
	b. Total cost of borrowing	Prevailing market rate at the time of incurring financial indebtedness
	c. Tenure	7 years
	d. Other details	

3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(4) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(5) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	At Prevailing rate
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	15%
5.	Maturity / due date	On demand
6.	Repayment schedule & terms	On demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For business purpose

B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee is being provided to support the financial requirements of the Related Party in connection with its business operations and/or proposed business activities.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: commission, if any to be received by the listed entity or its subsidiary; contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	*NIL* In the event of a default, the Lender shall have the right to take possession of the building owned by Gemini Innovations Private Limited, having an approximate value of ₹60,00,00,000/- (Rupees. Sixty Crores only), and realize the proceeds thereof towards recovery of its outstanding dues. In the event that the value

		realized from the said security is insufficient to fully discharge the outstanding dues, the Listed Entity shall make good the resulting shortfall from its internal accruals.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not exceeding Rs.32,00,00,000/- (Rupees Thirty two Crores only)

C(1) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity

S.No.	Particulars of the Information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party *Note:* a. *Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	Not applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2025-2026	The Company is Solvent and there are no material concerns regarding ability to meet its liabilities
	FY 2024-2025	The Company is Solvent and there are no material concerns regarding ability to meet its liabilities

	FY 2023-2024	The Company is Solvent and there are no material concerns regarding ability to meet its liabilities
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	No -
4.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	No default hence Not Applicable
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	No No No NA
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

The Board recommends passing of the Ordinary Resolutions, as set out in item no. 3 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, Ms. Nidhi Parth Sheth, Ms. Forum Kapashi and Mr. Abhay Prakash Kapashi and their Relatives, Onus Digital Services Private Limited 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 3

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

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

Sd/-
Meghha Trivedi
Company Secretary
FCS No: F11110
Place: Mumbai
Date: 09-10-2026

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