

**EXCELRA KNOWLEDGE SOLUTIONS PRIVATE LIMITED**

Regd. Office:

7<sup>th</sup> Floor, Wing B, NSL SEZ Arena  
Plot No. 6, Survey No.1, IDA Uppal,  
Hyderabad- 500039. Telangana, India

**NOTICE FOR EXTRAORDINARY GENERAL MEETING**

To,  
The Members,  
Directors and Statutory Auditors of  
Excelra Knowledge Solutions Private Limited

Notice is hereby given that the First Extraordinary General Meeting of the members of Excelra Knowledge Solutions Private Limited will be held on **Saturday, 7<sup>th</sup> March 2026 at 4:00 PM (IST) at shorter consent at the Registered Office of the Company** to transact the following ordinary/special business:

**1. Approval for adoption of the Excelra Employee Stock Option Plan' ("ESOP Scheme"/"Plan")**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company, be and is hereby accorded for the adoption of '**Excelra Employee Stock Option Plan 2025' ("ESOP Scheme"/ "Plan")**, authorizing the Board of Directors ("**Board**") of the Company to create, offer, and grant up to 14,77,539 (Fourteen Lakh Seventy Seven Thousand Five Hundred Thirty Nine Only) employee stock options ("**Options**"), in one or more tranches, from time to time, to or for the benefit of such employees who are in permanent employment of the Company and its subsidiaries, whether in or outside India, including any director, whether whole time or not (*other than promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company*), subject to their eligibility as may be determined under the ESOP Scheme, exercisable into not more 14,77,539 (Fourteen Lakh Seventy Seven Thousand Five Hundred Thirty Nine Only) Equity Shares ("**Shares**") of face value of Rs. 10 (Rupees Ten) each fully paid-up, to be transferred to the option grantees, in one or more tranches at such point(s) in time as decided, by the Company where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such

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terms, condition and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

**RESOLVED FURTHER THAT** the Company shall ensure compliance with the Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Plan with appropriate disclosures as prescribed.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the applicable laws and regulations to the extent relevant and applicable to the ESOP Scheme.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP Scheme or any Options granted thereunder, as it may deem fit, from time to time, in conformity with the provisions of the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.

**RESOLVED FURTHER THAT** Mr. Anandbir Singh Brar, Director of the Company, Ms. Laasyaa Pandeswara Chadaga, Vice President-Finance & Legal and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, filing of relevant forms with the Ministry of Corporate Affairs and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of the ESOP Scheme.”

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2. **Approval for grant of options to the employees and directors of the subsidiary company(ies) under Excelra Employee Stock Option Plan.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company, be and is hereby accorded to the board of directors of the Company to create, offer and grant up to 14,77,539 (Fourteen Lakh Seventy Seven Thousand Five Hundred Thirty Nine Only) employee stock options to the eligible employees of the subsidiary company(ies), determined in terms of the ‘Excelra Employee Stock Option Plan 2025’ (“ESOP Scheme” / “Plan”), from time to time, in one or more tranches, exercisable into equity shares (“Shares”) of face value of Rs. 10/- (Rupees Ten) each fully paid up, within the limit of employee stock options/ equity shares reserved under the ESOP Scheme, on such terms and conditions as may be determined by the Board.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard”.

3. **To approve the amendment of Memorandum of Association to align with the Companies Act 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment thereof), the rules and regulations made thereunder, the members of the Company do hereby approve the amendment of the Memorandum of Association (MOA) of the Company to bring them in line with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the amendment of the MOA may include, but shall not be limited to:

1. Updating references from Companies Act, 1956 to Companies Act, 2013 wherever necessary.
2. Incorporating provisions required under the Companies Act, 2013 in respect of:
  - a) Authorised share capital,
  - b) Other statutory clauses as may be necessary to ensure compliance.

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3. Making such alterations, modifications, and additions in the MOA as may be required to comply with the Companies Act, 2013 and any other applicable laws.

**RESOLVED FURTHER THAT** the members of the Company are hereby authorized to approve the final text of the amended MOA, file the necessary forms with the Registrar of Companies and do all acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT**, consent of the members, be and is hereby accorded for the draft altered memorandum of association of the Company as tabled at the meeting and duly initialled by the chairperson for the purpose of identification.

**RESOLVED FURTHER THAT** Mr. Anandbir Singh Brar, Director and the Company Secretary of the Company, be and is hereby authorised to sign, file, and submit all necessary forms, documents, and returns with the Registrar of Companies (ROC) and to do all such acts, deeds, and things as may be necessary to give effect to this resolution”.

#### **4. To approve the amendment of Article of Association to align with the Companies Act 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment thereof), the rules and regulations made thereunder, the members of the Company do hereby approve the amendment of the Article of Association (AOA) of the Company to bring them in line with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the amendment of the AOA may include, but shall not be limited to:

1. Updating references from Companies Act, 1956 to Companies Act, 2013 wherever necessary.
2. Incorporating provisions required under the Companies Act, 2013 in respect of:
  - a) Adoption of Table F.
  - b) Other statutory clauses as may be necessary to ensure compliance.
3. Making such alterations, modifications, and additions in the AOA as may be required to comply with the Companies Act, 2013 and any other applicable laws.

**RESOLVED FURTHER THAT** the members of the Company are hereby authorized to approve the final text of the amended AOA, file the necessary forms with the Registrar of Companies and do all acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.

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**FURTHER RESOLVED THAT**, the consent of the members, be and is hereby accorded for the draft altered article of association of the Company as tabled at the meeting and duly initialled by the chairperson for the purpose of identification.

**RESOLVED FURTHER THAT** Mr. Anandbir Singh Brar, Director and the Company Secretary of the Company, be and is hereby authorised to sign, file, and submit all necessary forms, documents, and returns with the Registrar of Companies (ROC) and to do all such acts, deeds, and things as may be necessary to give effect to this resolution”.

**4. To approve the increase in Authorised Share Capital of the Company and alteration of Memorandum of Association.**

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

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, Section 61, Section 64, and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules and the Articles of Association of the Company, subject to the consent of the members of the Company, the consent of the members be and is hereby accorded to increase the authorised share capital of the Company from INR 56,66,78,150 (Indian Rupees Fifty Six Crore Sixty Six Lakh Seventy Eight Thousand One Hundred and Fifty only) divided into 5,66,67,815 (Five Crore Sixty Six Lakh Sixty Seven Thousand Eight Hundred and Fifteen) equity shares of INR. 10 (Indian Rupees Ten only) each to INR 60,00,00,000 (Indian Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) equity shares of INR 10 (Indian Rupees Ten only) each.

**RESOLVED FURTHER THAT**, consent of the members be and is hereby accorded for the draft altered memorandum of association of the Company as tabled at the meeting and duly initialled by the chairperson for the purpose of identification.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

*“V The Authorised Share Capital of the company is INR 60,00,00,000/- (Indian Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) Equity shares of INR 10/- (Indian Rupees Ten only) each”.*

**RESOLVED FURTHER THAT** Mr. Anandbir Singh Brar, Director and the Company Secretary of the Company, be and is hereby authorised to sign, file, and submit all necessary forms, documents, and returns with the Registrar of Companies (ROC) and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

**5. To approve the issuance of 13,43,915 (Thirteen Lakh Forty-Three Thousand Nine Hundred and Fifteen) Partly Paid Equity Shares by way of Preferential Offer Cum Private Placement:**

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

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**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, and regulations, rules, notifications, circulars issued thereunder (ii) the provisions of the memorandum and articles of association of the Company; and based on the recommendations and approval of the Board at its meeting held on March 3, 2026, the consent of the members be and is hereby accorded to approve the issuance and offer of 13,43,915 partly paid equity shares having face value of INR 10 (Indian Rupees Ten only each at an issue price of INR 130.9 (Indian Rupees One Hundred Thirty and Ninety paise only) per equity share, including a premium of INR 120.9 (Indian Rupees One Hundred Twenty and Ninety paise only) per equity share, to be partly paid to the extent of INR 5 (Indian Rupees Five only) per equity share, for an aggregate consideration of INR 17,59,18,474 (Indian Rupees Seventeen Crore Fifty Nine Lakh Eighteen Thousand Four Hundred Seventy Four only), to Mr. Anandbir Singh Brar (“Investor”) on a preferential offer cum private placement basis. (“Investor”) through preferential offer cum private placement basis on such terms and conditions stated in Form PAS-4 and as per the details mentioned below:

Sl. No.	Name of the Investor	Number of equity shares proposed to be offered	Total Consideration (in INR)
1.	Mr. Anandbir Singh Brar	13,43,915	17,59,18,474

**RESOLVED FURTHER THAT** the said equity shares shall be issued as partly paid shares, with an initial application/subscription amount of INR 5 (Indian Rupees Five only) per equity share and the balance amount of INR 125.9 (Indian Rupees One Hundred Twenty Five and Ninety paise only) per equity share to be payable as and when the calls are made by the Board, in one or more tranches, in accordance with the terms of issuance of said partly paid up equity shares and the articles of association of the Company.

**RESOLVED FURTHER THAT** pursuant to Sections 42, 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the draft private placement offer cum application letter in form PAS-4 along with the annexures thereto (“**Form PAS-4**”), be and are hereby approved.

**RESOLVED FURTHER THAT** the draft record of the private placement offer to be kept by the Company in form PAS-5, placed before the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, with further powers to delegate all or any of the above authorities conferred to them to any officer(s)/person(s) of the Company, including but not limited to:

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- (i) signing and sending the relevant Form PAS-4 to the investor and to sign and maintain form PAS-5 in record;
- (ii) to file e-form MGT-14 and other relevant e-forms and documents with the Ministry of Corporate Affairs;
- (iii) to settle all such questions, difficulties or doubts that may arise in relation to the offer/issue, allotment and utilization of the proceeds and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient in implementation of this resolution; and
- (iv) to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the Ministry of Corporate Affairs and any other concerned authorities

**RESOLVED FURTHER THAT** the directors and the Company Secretary of the Company, be and are hereby severally authorised to certify this resolution and circulate to any concerned person/authority, as may be required.”

**By order of the Board of Directors  
For Excelra Knowledge Solutions Private Limited**



**Nitisha Mathur  
Company Secretary  
ACS: 54143  
Date: March 6, 2026**

**NOTES:**

1. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
2. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act and all other documents/Registers referred to in the Notice can be inspected between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out in the notice is annexed hereto
4. A Route Map along with Prominent Landmark for easy location to reach the venue of Extraordinary General Meeting is annexed with the Notice of Extraordinary General Meeting.

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**Explanatory Statement  
(Under Section 102 of the Companies Act, 2013)**

**1. Approval for adoption of the 'Excelra Employee Stock Option Plan, 2025' ("ESOP Scheme"/ "Plan") and approval for grant of options to the employees, directors of the subsidiary company(ies) under 'Excelra Employee Stock Option Plan 2025'.**

The Company appreciates the critical role its key employees play in organizational growth. It strongly feels that the value created by its key employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate, and incentivize critical talents in line with corporate growth and creation of shareholders' value, the Company intends to implement an employee stock option plan namely '**Excelra Employee Stock Option Plan 2025**' ("**ESOP Scheme**"/ "**Plan**") for key permanent employees of the Company and its subsidiaries, whether in or outside India, including directors of the Company as eligible under Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and as determined from time to time. The proposed Plan is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 issued thereunder to the extent applicable.

Accordingly, the board of directors of the Company ("**Board**") at their respective meeting held on March 3, 2026, had approved the introduction of ESOP Scheme, subject to your approval.

**Particulars as required under the applicable laws:**

**a) Total number of Options to be granted:**

A total of 14,77,539 (**Fourteen Lakh Seventy-Seven Thousand Five Hundred Thirty Nine Only**) Options would be available for being granted to the eligible employees of the Company as defined under the ESOP Scheme. Each option when exercised would be converted into one equity share of face value of **Rs. 10 (Rupees Ten)** each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Board is authorized to re-grant such lapsed / cancelled options as per the ESOP Scheme.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

**b) Identification of classes of employees entitled to participate in the Plan:**

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- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a director of the Company, whether a whole-time director or not but excluding an independent director; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) above, of the Subsidiary Company(ies), in or outside India.

**but excludes**

- a) an employee who is a Promoter or belongs to the Promoter Group; and
  - b) a director who either by himself or through his relatives or through any body-corporate directly or indirectly, holds more than 10% of the issued and subscribed Shares of the Company.
- c) Appraisal process for determining the eligibility of the Employees to Employee Stock Options:**

Appraisal process for determining the eligibility of the employees will be based on designation, period of service, work performance, liquidity event and such other criteria as may be determined by the Board at its sole discretion, from time to time.

**d) Requirements of vesting and period of vesting:**

Vesting of options would be subject to continued employment with the Company, its Subsidiary(ies) Company and thus the options would vest essentially on passage of time. In addition to this, vesting will also be subject to certain performance criteria, as may be changed by the Board from time to time. The Excelra Employee Stock Option Plan 2025 will contain full details of vesting criteria.

The vesting period of options granted shall not be earlier than the minimum period of **1 (one)** year and not later than the maximum period of **4 (Four)** years from the date of grant of Options or such other period as specified in the grant letter issued by the Company.

**e) The maximum period within which the Options shall be vested:**

The Options granted shall vest in not more than the maximum period of **4 (Four)** years from the date of grant of such Options or such other period as specified in the grant letter issued by the Company.

**f) The exercise price or pricing formula:**

The exercise price per Option shall be the face value of the Shares as on date of Grant of such Option.

**g) The exercise period and the process of exercise:**

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The vested Options can be exercised by the option grantee upon happening of (i) Liquidity Event (as defined in the ESOP Scheme) and/or (ii) at any time within a maximum period of 7 (Seven) years from the date of vesting of all the options under the respective Grant..

The vested Options can be exercised by the option grantees by a written application to the Company in the format as may be prescribed by the Board. The Options will lapse if not exercised within the specified exercise period.

**h) Lock-in period:**

The Shares arising out of exercise of vested options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws.

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

The maximum number of options under the ESOP Scheme that may be granted to each employee shall in aggregate be not more than 2,06,581 Options at the time of grant of Option.

**j) Method of Option valuation:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value for valuation of the Options granted as per prescribed under Guidance Note/ Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

**k) The conditions under which Options vested in employees may lapse:**

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

**l) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of termination of employment due to misconduct of an option grantee, all the vested options shall lapse and cannot be exercised.

In case of resignation/termination (other than due to Misconduct) of an option grantee, all vested options as on the date of resignation / termination can be exercised by the option grantee in accordance with the terms of the Plan.

In case of retirement of an option grantee, all vested options as on the date of retirement shall be exercisable by the option grantee in accordance with the terms of the Plan.

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In the case of termination of employment due to Death/Permanent Incapacity of an option grantee, all vested options may be exercised by the option grantee's nominees or legal heirs in accordance with the terms of the Plan.

**m) Compliance with the applicable accounting standards:**

The Company shall comply with the disclosure and the accounting policies as prescribed under prevailing accounting guidelines/ standards. In case, the Company is required to account for the share-based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall be disclosed in the Directors' Report.

Accordingly, your Board recommends passing the resolution set forth as Item Nos. 1 to 2 of the notice for your approval.

A draft copy of the Plan is attached with this explanatory statement as **Annexure 1**

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolutions, except to the extent of the securities that may be offered to them under the Plan.

**2. To approve the amendment of Memorandum of Association to align with the Companies Act 2013**

The existing Memorandum of Association (MOA) of the Company was based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the "new Act"). The object clause and the liability clause of the existing MOA need to be re-aligned as per Table A of Schedule I of the new Act. Members are requested to note that there is no change in main objects of the Company. MOA was amended and replaced only to bring the same in line with the new Act.

The adoption of the new set of Memorandum of Association ("MOA") **attached as Annexure 2** of the Company in place of the existing MOA is being proposed with no change in existing 'Clause III (A)' containing the Main Objects sub-clause no. 1. to 3.

The existing 'Clause III (B)' i.e. "Objects Incidental or Ancillary to the attainment of Main Objects" is hereby stands deleted and replaced by New 'Clause III (B)' i.e. "The Objects Incidental or Ancillary to the Attainment of the main objects" specified in 'Clause III (B)' containing the sub-clause no. 1 to 42. Clause II changed from - State Andhra Pradesh to Telangana.

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The existing 'Clause III (C)' containing the "Other Objects" sub clause No. 1. be and is hereby stands deleted in full.

The existing 'Clause IV' i.e. "The Liability of the members is limited" be and is hereby stands deleted and replaced by New 'Clause IV' i.e. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company. As per Section 13 of the Companies Act, 2013, the alteration of memorandum of association shall be approved by the members of the Company by way of special resolution. Accordingly, the Board of Directors recommend the Special Resolution set out in the Notice for approval of the Members.

None of the directors of the Company or their relatives or key managerial persons of the Company or their relatives are concerned or interested in the passing of the resolution in the items set out above except to the extent of their shareholding in the Company.

**3. To approve the amendment of Article of Association to align with the Companies Act 2013**

The existing Articles of Association (AOA) of the Company were based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act"). In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company made numerous changes in the existing AOA and adopted a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA by passing special resolution.

The existing and the proposed Articles of Association of the Company attached as **Annexure 3** are available for inspection by any Member at the Registered Office of the Company. As per Section 14 of the Companies Act, 2013, the alteration of articles of association shall be approved by the members of the Company by way of special resolution. Accordingly, the Board of Directors recommend the Special Resolution set out in the Notice for approval of the Members.

None of the directors of the Company or their relatives or key managerial persons of the Company or their relatives are concerned or interested in the passing of the resolution in the items set out above except to the extent of their shareholding in the Company.

**4. To approve the increase in Authorised Share Capital of the Company and alteration of Memorandum of Association.**

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At present, the Authorised Share Capital of the Company stands at INR 56,66,78,150 (Indian Rupees Fifty Six Crore Sixty Six Lakh Seventy Eight Thousand One Hundred and Fifty only) divided into 5,66,67,815 (Five Crore Sixty Six Lakh Sixty Seven Thousand Eight Hundred and Fifteen) equity shares of INR. 10 (Indian Rupees Ten only) each. To accommodate future equity issuances, including but not limited to employee stock option plans, capital raising, and general corporate purposes, it is therefore necessary to increase the Authorised Share Capital. It is proposed to increase the Authorised Share Capital from Rs 56,66,78,150 (Indian Rupees Fifty Six Crore Sixty Six Lakh Seventy Eight Thousand One Hundred and Fifty only) to Rs 60,00,00,000 (Indian Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) equity shares of Rs 10 (Indian Rupees Ten only) each.

For the above purpose, it is necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V.

The aforementioned increase in authorized share capital of the Company shall result in consequential alteration of the memorandum of association of the Company and is proposed to be suitably altered by passing ordinary resolution.

In accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it is necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Resolution. The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company. The Board of Directors recommend the Ordinary Resolution set out in the Notice for approval of the Members.

None of the directors of the Company or their relatives or key managerial persons of the Company or their relatives are concerned or interested in the passing of the resolution in the items set out above except to the extent of their shareholding in the Company.

**6. To approve the issuance of 13,43,915 (Thirteen Lakh Forty-Three Thousand Nine Hundred and Fifteen) Partly Paid Equity Shares by way of Preferential Offer Cum Private Placement:**

The Board of Directors of the Company (“**Board**”), at its meeting held on March 3, 2026, subject to approval of the members, approved the issue and offer of 13,43,915 (Thirteen Lakh Forty Three Thousand Nine Hundred and Fifteen) partly paid equity shares having face value of INR 10 (Indian Rupees Ten only) each at an issue price of INR 130.9 (Indian Rupees One Hundred Thirty and Ninety paise only) per equity share, including a premium of INR 120.9 (Indian Rupees One Hundred Twenty and Ninety paise only) per equity share, to be partly paid to the extent of INR 5 (Indian Rupees Five only) per equity share, for an aggregate consideration of INR 17,59,18,474 (Indian Rupees Seventeen Crore Fifty Nine Lakh Eighteen Thousand Four Hundred Seventy Four only), to Mr. Anandbir Singh Brar (“Investor”) on a preferential offer cum private placement basis. (“Investor”), in accordance with the provisions of Sections 42, and 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with applicable rules

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made thereunder.

As per Sections 42 and 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain prior approval of the members by way of a special resolution for issuance of equity shares on preferential offer cum private placement basis.

In view of the above and pursuant to Section 42 read with the Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

<i>Sl. No</i>	<i>Subject</i>	<i>Particulars</i>
1.	Particulars of the offer including date of passing of Board resolution.	<p>Offer of 13,43,915 (Thirteen Lakh Forty Three Thousand Nine Hundred and Fifteen) partly paid equity shares having face value of INR 10 (Indian Rupees Ten only) each at an issue price of INR 130.9 (Indian Rupees One Hundred Thirty and Ninety paise only) per equity share, including a premium of INR 120.9 (Indian Rupees One Hundred Twenty and Ninety paise only) per equity share, to be partly paid to the extent of INR 5 (Indian Rupees Five only) per equity share, for an aggregate consideration of INR 17,59,18,474 (Indian Rupees Seventeen Crore Fifty Nine Lakh Eighteen Thousand Four Hundred Seventy Four only), to Mr. Anandbir Singh Brar (“Investor”) on a preferential offer cum private placement basis. (“Investor”)</p> <p>Date of the Board resolution: March 3, 2026.</p>
2.	Kind of securities offered and the price at which security is being allotted.	<p><b>Kind of securities:</b> Partly Paid-Up Equity Shares.</p> <p><b>Price:</b> 13,43,915 (Thirteen Lakh Forty Three Thousand Nine Hundred and Fifteen) partly paid equity shares are being offered at a price of INR 130.9 (Indian Rupees One Hundred Thirty and Ninety paise only) per equity share.</p>

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3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	<p>The issue price of INR 130.9 (Indian Rupees One Hundred Thirty and Ninety paise only) per equity share is determined on the basis of the valuation report issued by the registered valuer, Mr. Saurobh Kumar Barick having registration no. IBBI/RV/11/2019/12454 dated February 25, 2026.</p> <p>The relevant date as per the valuation report is January 31, 2026.</p>
4.	Name and address of valuer who performed valuation.	<p><b>Name: Mr. Saurobh Kumar Barick</b></p> <p><b>Address:</b> 'Anandlok', Block-A, 2nd Floor, Room No.-207, 227-A.J.C Bose Road, Kolkata-700 020, West Bengal, India.</p>
5.	Amount which the Company intends to raise by way of such securities.	<p>INR 17,59,18,474 (Indian Rupees Seventeen Crore Fifty Nine Lakh Eighteen Thousand Four Hundred Seventy Four only). Equity shares are being partly paid to the extent of INR 5 (Indian Rupees Five only) per share.</p>
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities.	<p>The material terms of raising securities are as per Form PAS-4.</p> <p>Object of the offer: The offer is being made to strengthen the Company's capital base and support its long-term growth objectives. The proceeds will be utilised for working capital requirements, operational expansion, and general corporate purposes.</p> <p>The proposed time for which the private placement offer letter cum application form shall be valid: 30 (Thirty) days.</p> <p>Mr. Anandbir Singh Brar, belonging to promoter group and director of the Company is subscribing to the equity shares issued under the proposed offer.</p> <p>No assets of the Company are charged as securities under this offer.</p>

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A statement of disclosures as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issuance of the securities on preferential basis are as under:

<i>Sl. No</i>	<i>Subject</i>	<i>Particulars</i>						
1.	The object of the issue	The offer is being made to strengthen the Company's capital base and support its long-term growth objectives. The proceeds will be utilised for working capital requirements, operational expansion, and general corporate purposes.						
2.	The total number of shares or other securities to be issued; and the price or price band at which the allotment is proposed	13,43,915 (Thirteen Lakh Forty Three Thousand Nine Hundred and Fifteen) partly paid equity shares having face value of INR 10 (Indian Rupees Ten only) each at an issue price of INR 130.9 (Indian Rupees One Hundred Thirty and Ninety paise only) per equity share, including a premium of INR 120.9 (Indian Rupees One Hundred Twenty and Ninety paise only) per equity share, to be partly paid to the extent of INR 5 (Indian Rupees Five only) per equity share, for an aggregate consideration of INR 17,59,18,474 (Indian Rupees Seventeen Crore Fifty Nine Lakh Eighteen Thousand Four Hundred Seventy Four only). Equity shares shall be partly paid to the extent of INR 5 (Indian Rupees Five only) per equity share.						
3.	Justification of the price	The price of issue of equity shares is determined on the basis of the valuation report issued by the registered valuer to the Company having registration no. IBBI/RV/11/2019/12454 dated March 3, 2026						
4.	The relevant date on the basis of which price has been arrived at	January 31, 2026						
5.	The class or classes of persons to whom the allotment is proposed to be made	<table border="1"> <thead> <tr> <th><b>Sl. No.</b></th> <th><b>Name of the identified investors</b></th> <th><b>Class or classes of persons</b></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Anandbir Singh Brar</td> <td>Individual</td> </tr> </tbody> </table>	<b>Sl. No.</b>	<b>Name of the identified investors</b>	<b>Class or classes of persons</b>	1.	Mr. Anandbir Singh Brar	Individual
<b>Sl. No.</b>	<b>Name of the identified investors</b>	<b>Class or classes of persons</b>						
1.	Mr. Anandbir Singh Brar	Individual						

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6.	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	Mr. Anandbir Singh Brar, belonging to promoter group, is subscribing to the equity shares issued under the proposed offer.		
7.	The proposed time within which the allotment shall be completed	60 (Sixty) days from the date of receipt of share application money from Mr. Anandbir Singh Brar.		
8.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<b>Name of the identified investors</b>	<b>Number of equity shares proposed to be offered</b>	<b>Percentage of post offer capital</b>
		Mr. Anandbir Singh Brar	13,43,915	5.59%
9.	Change in control, if any in the Company that would occur consequent to the preferential offer	There will not be any change in control consequent to the preferential offer.		
10.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil		
11.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable		
13.	The pre and post issue shareholding pattern of the Company	As per PAS-4 attached as <b>Annexure- 4</b>		

Accordingly, the board of directors recommend the special resolution for the approval of the members.

Documents and papers referred to in the resolution or explanatory statement along with detailed projections, valuation report and other related documents shall be available for inspection between 11:00 a.m. to 6:00 p.m. on all working days at the registered office of the Company.

None of the Directors or their relatives or key managerial persons of the Company or their relatives (except Mr. Anandbir Singh Brar) of the Company are concerned or interested in the passing of the resolution in the items set out above

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**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN:	
Name of the company:	
Registered office:	

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1.Name:

Address:

E-mail Id:

Signature:....., or failing him

2.Name:

Address:

E-mail Id:

Signature:....., or failing him

3.Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ..... Extraordinary general meeting of the company, to be held on the ..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2..... 3.....

Signed this..... day of..... 20....

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Attendance Slip**  
**Excelra Knowledge Solutions Private Limited**

I hereby record my presence at the Extra Ordinary General Meeting on [•], at [•] IST at [•]

Member's Folio No. : .....

Name of Member / Proxy Holder : .....

No. of Shares held : .....

Member's / Proxy Holders Signature : .....

NOTES:

1. Members / Proxy Holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Formal system of entry will be strictly adhered.

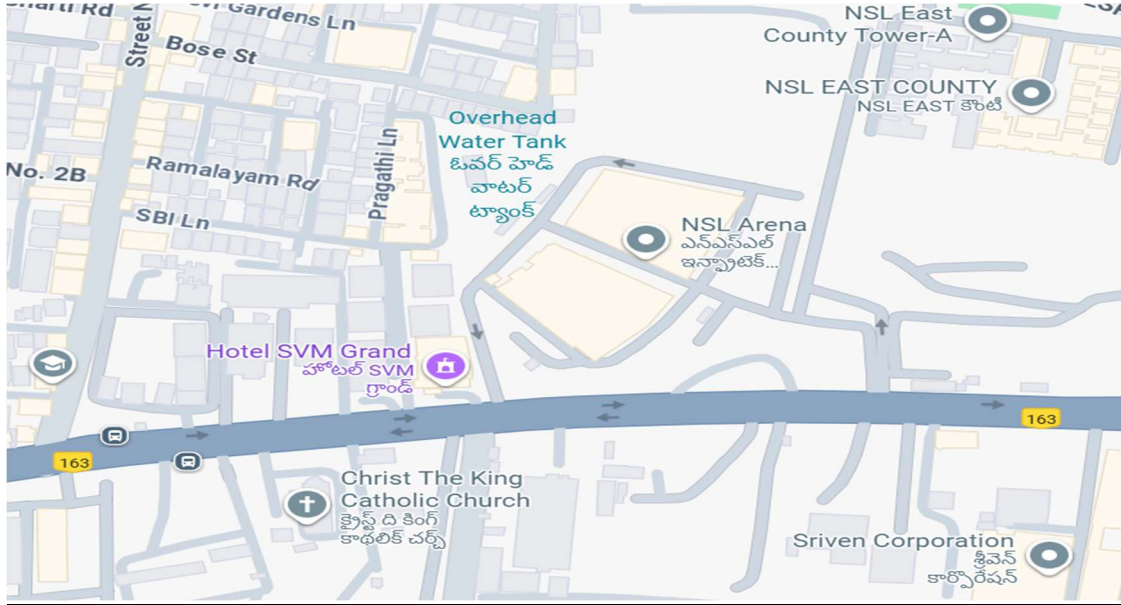
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## Route Map:

Excelra Knowledge Solutions Private Limited

Extraordinary General Meeting dated March 7, 2026.



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