



## IWARE SUPPLYCHAIN SERVICES LIMITED

(CIN: L63090GJ2018PLC100589)

Regd. Office: 7<sup>th</sup> Floor, 707, Iscon Elegance, Nr. Jain Temple, Prahaladnagar Cross Road, S.G. Highway, Ahmedabad- 380051, Gujarat, India

Email: [compliance.officer@iware.co.in](mailto:compliance.officer@iware.co.in)

website: <https://iware.co.in/investor/>

### NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting (EGM)** of the members of **M/s. Iware Supplychain Services Limited (formerly known as Iware Supplychain Services Private Limited)** will be held on the **Friday, 13<sup>th</sup> day of March, 2026** at **11.30 A.M** through Video Conferencing/ Other Audio-Visual Means [VC/OAVM] facility at the Deemed Venue i.e. at the Registered Office of the company at 7<sup>th</sup> Floor, 707, Iscon Elegance, Nr. Jain Temple, Prahaladnagar Cross Road, S.G. Highway, Ahmedabad- 380051, Gujarat, India to transact the following business:

#### **SPECIAL BUSINESS:**

#### **Item No. 1: Approval of Related Party Transaction – Acquisition of Business Undertaking of M/s. AKT Logistics LLP on Slump Sale Basis.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), 188(1) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and provisions of the Articles of Association of the Company, read-with Regulation 23, 37A 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 all other provisions of all other applicable laws, rules, regulations and subject to such regulatory approvals, sanctions, consents, registrations and permissions, as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to enter into a Business Transfer Agreement ('BTA') (and all ancillary agreements in connection herewith) for purchase/ acquisition/ slump purchase of the Business Undertaking ("Undertaking") from M/s. **AKT LOGISTICS LLP**, a limited liability partnership having LLPIN: AAU-7069, incorporated under the provisions of the Limited Liability Partnership Act, 2008 and having its registered office at Tenament No 02, Plot No. 17, Ward 12/B, Gandhidham, Kachchh, Gandhidham, Gujarat- 370201, India, together with all its assets and liabilities including the concerned licenses, permits, consents, approvals and the employees, "as is where is basis" as a going concern on a "slump sale" basis as defined under section 2(42C) of Income Tax Act, 1961 ('Slump Sale') on an going concern basis, without values being assigned to the individual assets and liabilities, by executing the Business Transfer Agreement and other Ancillary Agreements with effect from such date and on such terms and conditions and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company on a lumpsum consideration of Rs. 50,00,000/- (Rupees Fifty Lakhs Only), a fair value arrived on the basis of the report of the independent valuer in respect of Securities and financial assets, net current assets, other non-current assets and liabilities, in compliance with Rule 11 UAE of Income Tax Rules, 1962, payable in cash in one or more than one trances, to the company by the seller.

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Act and SEBI Listing Regulations, as amended from time to time, the Company's policy on dealing with Related Party Transactions, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into related party contracts/arrangements/ transactions with the seller as may be approved by the Board in this regard, being 'Related Party' within the meaning of the Act and the SEBI Listing Regulations, on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof), as may be agreed between the Company and the seller as may be approved by the Board, more particularly enumerated in the explanatory statement.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally/jointly authorized to negotiate, finalize, and execute all definitive documents and any other document which may be necessary on behalf of the Company and do all such acts, matters, deeds, and things and to take all steps and do all things and give effect to the said Business Transfer Agreement including reporting, filing, submission, obtaining approval from various authorities including the NSE SME exchange platform on which the shares of the Company are being listed.”

**Item No. 2: Regularization of Appointment of Mr. Vikas Krishnakumar Tanwar (DIN: 08222269) as Director**

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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. Vikas Krishnakumar Tanwar (DIN: 08222269), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9<sup>th</sup> January, 2026 and who holds office up to the date of this Extraordinary General Meeting pursuant to Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.

**Item No. 3: Appointment of Mr. Vikas Krishnakumar Tanwar (DIN: 08222269) as Joint Managing Director of the Company**

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Mr. Vikas Krishnakumar Tanwar (DIN: 08222269) as

Joint Managing Director of the Company for a period of five (5) years with effect from 9<sup>th</sup> January, 2026, upon such terms and conditions including remuneration as approved by the Board of Directors and as set out in the explanatory statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to alter, vary or modify the terms and conditions of appointment and remuneration within the overall limits specified under the Act and Schedule V thereto, and to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

**Item No. 4: Appointment of Mr. Mukesh Chandra (DIN: 11473766) as an Independent Director of the Company**

To consider, and, if thought fit, approve the appointment of Mr. Mukesh Chandra (DIN: 11473766) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive Five years upto 8<sup>th</sup> January, 2031 and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Mukesh Chandra (DIN: 11473766), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from 9<sup>th</sup> January, 2026 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive Five years up to 8<sup>th</sup> January, 2031.”

**RESOLVED FURTHER THAT** Mr. Mukesh Chandra shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and such other remuneration as may be permissible under the provisions of the Companies Act, 2013 and SEBI LODR Regulations, but shall not be entitled to any stock options.

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

**By order of the Board of Directors  
For Iware Supplychain Services Limited**

Sd/-  
Alka Kumari  
Company Secretary and Compliance Officer  
[ACS No.: 31249]

**Date: 11<sup>th</sup> February, 2026  
Place: Ahmedabad**

**Registered Office  
7<sup>th</sup> Floor, 707, Iscon Elegance, Nr. Jain Temple,  
Praladnagar Cross Road, S.G. Highway,  
Ahmedabad- 380051, Gujarat, India**

## **Notes:**

[1] Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM. The deemed venue for the EGM will be the Registered Office of the Company – 7<sup>th</sup> Floor, 707, Iscon Elegance, Nr. Jain Temple, Prahaladnagar Cross Road, S.G. Highway, Ahmedabad- 380051, Gujarat, India.

[2] The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 to 4, of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended [the SEBI Listing Regulations], in respect of the Director seeking appointment at this EGM is annexed.

[3] Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

[4] The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

[5] The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

[6] Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose,

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

[7] In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://iware.co.in/investor/> . The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).

[8] EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

[9] KFin Technologies Limited, Selenium Tower B, Plot No.31-32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad 500 032, Telangana, India are the Registrar and Share Transfer Agents [RTA] of the company. Members can contact RTA on email [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or the company on email [compliance.officer@iware.co.in](mailto:compliance.officer@iware.co.in) for further information or clarifications.

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

**The remote e-voting period begins on Tuesday, 10<sup>th</sup> March, 2026 at 9:00 A.M. and ends on Thursdays, 12<sup>th</sup> March, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 6<sup>th</sup> March, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 6<sup>th</sup> March, 2026.**

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

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

#### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
--	---

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csjigartrivedi@gmail.com](mailto:csjigartrivedi@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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 [compliance.officer@iware.co.in](mailto:compliance.officer@iware.co.in).
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 [compliance.officer@iware.co.in](mailto:compliance.officer@iware.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance.officer@iware.co.in](mailto:compliance.officer@iware.co.in). The same will be replied by the company suitably.
6. Members who wish to speak at the EGM are requested to register themselves as 'Speakers' by sending their request along with their name, DP ID/Client ID/Folio No., email ID, and contact number to the Company at [compliance.officer@iware.co.in](mailto:compliance.officer@iware.co.in) at least 7 days before the date of the EGM. The Company reserves the right to restrict the number of speakers at the EGM, depending on the availability of time, and will arrange the speaking slots on a first-come-first-served basis. Only those members who are registered as Speakers will be allowed to express their views/ask questions during the Meeting.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://iware.co.in/investor/> within three days of the passing of the Resolutions at the Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

**By order of the Board of Directors  
For Iware Supplychain Services Limited**

**Sd/-  
Alka Kumari  
Company Secretary and Compliance Officer  
[ACS No.: 31249]**

**Date: 11<sup>th</sup> February, 2026  
Place: Ahmedabad**

Registered Office  
7<sup>th</sup> Floor, 707, Iscon Elegance, Nr. Jain Temple,  
Praladnagar Cross Road, S.G. Highway,  
Ahmedabad- 380051, Gujarat, India

## Annexure to Notice

**The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') and Regulation 36(3) and (5) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), given hereunder sets out all material facts relating to the resolutions mentioned at Item Nos. 1 to 4 of the accompanying Notice dated 11<sup>th</sup> February, 2026**

### **Item No. 1: Approval of Related Party Transaction – Acquisition of Business Undertaking of M/s. AKT Logistics LLP on Slump Sale Basis.**

Based on the recommendation of Audit Committee, the Board of Directors of the Company at its meeting held on 11<sup>th</sup> February, 2026, approved the proposal for acquisition of the business undertaking of **AKT Logistics LLP** on a slump sale basis as a going concern, subject to approval of the Members as per the terms and conditions mentioned in Business Transfer Agreement.

### **Regulatory Background**

Pursuant to Section 188(1) of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, any contract or arrangement entered into between a company and its related party requires approval of the Board of Directors and, in certain cases, prior approval of the Members by way of an Ordinary Resolution where:

- The transaction is not in the ordinary course of business, or
- The transaction is not on arm's length basis, and
- The transaction exceeds the prescribed monetary thresholds.

Further, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") mandates prior approval of shareholders for Material Related Party Transactions.

A related party transaction shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

### **Nature of the Transaction**

The Company proposes to acquire the business undertaking of AKT Logistics LLP on a slump sale basis as a going concern for a lump sum consideration of **₹50,00,000/- (Rupees Fifty Lakhs Only)**, which is below the threshold limits prescribed for material related party transactions under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The proposed acquisition shall be carried out pursuant to a Business Transfer Agreement to be executed between the Company and AKT Logistics LLP, on such terms and conditions as may be mutually agreed between the parties.

### **Related Party Status**

AKT Logistics LLP is a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR Regulations by virtue of common Promoter/director interest.

Accordingly, the proposed acquisition constitutes a Related Party Transaction under Section 188 of the Act.

## Materiality Position

The proposed consideration of ₹50,00,000/-:

- Does not exceed the monetary thresholds prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014; and
- Does not exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly:

- The transaction does not qualify as a material related party transaction under Regulation 23 of SEBI LODR Regulations.
- The transaction is not material under the Companies Act, 2013.

Although the transaction is not material under the Companies Act, 2013 or SEBI LODR Regulations, the proposed acquisition of business undertaking by way of slump sale is **not in the ordinary course of business** of the Company.

Therefore, in terms of Section 188(1) of the Companies Act, 2013, prior approval of the Members of the Company by way of an **Ordinary Resolution** is being sought.

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, and Disclosure as per SEBI Circular CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September 2015 enumerated herewith:

Particulars	Details
Name of the target entity (Related Party), details in brief such as size, turnover etc.	M/s. AKT Logistics LLP, a Limited Liability Partnership incorporated under the Limited Liability Partnership Act, 2008, having LLPIN: AAU-7069 and registered office at Tenement No. 02, Plot No. 17, Ward 12/B, Gandhidham, Kachchh, Gandhidham, Gujarat-370201,India.  As per audited financial statements for the financial year ended 31 March 2025, the turnover of AKT Logistics LLP was ₹76.67 Crore.
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at "arm's length's"	Yes. AKT Logistics LLP is a related party of the Company. The transaction falls within the ambit of Related Party Transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015.  The promoters/directors are interested in the Target Entity.  The interest arises by virtue of common directorship/promoter association in the Target Entity.  The transaction is proposed to be entered into on an arm's length basis.

Name of the Director or Key Managerial Personnel who is related if any	Mr. Krishna Kumar Tanwar Mr. Vikas Krishnakumar Tanwar Mrs. Divya Vikas Tanwar Ms. Twinkle Tanwar
Industry to which the entity being acquired belongs;	AKT Logistics LLP is engaged in the business of logistics and supply chain management services.
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);	The proposed acquisition is expected to strengthen the Company's logistics operations, expand its operational footprint, enhance infrastructure capabilities, create business synergies, and improve overall operational efficiency.
Brief details of any governmental or regulatory approvals required for the acquisition;	No specific governmental or regulatory approvals are required for the proposed acquisition.
Indicative time period for completion of the acquisition;	The transaction is expected to be completed within such time as may be mutually agreed between the parties upon execution of the Business Transfer Agreement and fulfillment of customary conditions precedent.
Nature of consideration - whether cash consideration or share swap and details of the same	The consideration is in cash. The total lump sum consideration agreed between the parties is ₹50,00,000/- (Rupees Fifty Lakhs Only). A portion of the consideration may be adjusted against receivables/payables between the parties, as mutually agreed.  The company has obtained a valuation report from an Independent Valuer and the monetary value of consideration been arrived at based on the valuation report provided by the Independent Valuer for the overall net assets of the company.
Percentage of the company's annual consolidated turnover for the immediately preceding financial year	The annual consolidated turnover for the immediately preceding financial year of the company is Rs. 85.82 Crore.  The proposed transaction at its estimated price expected as 0.58% of the company's annual consolidated turnover for the immediately preceding financial year.
Cost of acquisition or the price at which the shares are acquired;	Not Applicable

Percentage of shareholding / control acquired and / or number of shares acquired;	Not Applicable								
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>AKT Logistics LLP was incorporated on 16<sup>th</sup> November 2020 and is engaged in logistics and supply chain management services in India.</p> <p>Last three years turnover of AKT Logistics LLP (based on audited financials):</p> <table border="1"> <thead> <tr> <th>Financial Year ending</th> <th>Revenue (Rs. In Crore)</th> </tr> </thead> <tbody> <tr> <td>FY 22-23</td> <td>60.23</td> </tr> <tr> <td>FY 23-24</td> <td>74.14</td> </tr> <tr> <td>FY 24-25</td> <td>76.67</td> </tr> </tbody> </table>	Financial Year ending	Revenue (Rs. In Crore)	FY 22-23	60.23	FY 23-24	74.14	FY 24-25	76.67
Financial Year ending	Revenue (Rs. In Crore)								
FY 22-23	60.23								
FY 23-24	74.14								
FY 24-25	76.67								
Nature of Transaction	Acquisition of M/s. AKT Logistics LLP (LLPIN: AAU-7069) by way of purchase/acquisition of its business undertaking, together with all its assets and liabilities, including the concerned licenses, permits, consents, approvals and employees, as a going concern on a slump sale basis, on an “as is where is” basis, for a lump sum consideration of ₹50,00,000/- (Rupees Fifty Lakhs Only), in accordance with the terms and conditions set out in the Business Transfer Agreement proposed to be executed between the Company and AKT Logistics LLP.								
Material Terms	Acquisition as a going concern under Business Transfer Agreement.								

### **Interest of Directors / KMP**

Except Mr. Krishna Kumar Tanwar, Vikas Krishnakumar Tanwar, Divya Vikas Tanwar and Twinkle Tanwar none of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval of the Members.

### **Item No. 2 and 3: Regularization of Appointment of Mr. Vikas Krishnakumar Tanwar (DIN: 08222269) as Director and his appointment as Joint Managing Director of the Company**

The Board of Directors of the Company, at its meeting held on 9<sup>th</sup> January, 2026, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Vikas Krishnakumar Tanwar (DIN: 08222269) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013, and further appointed him as Joint Managing Director of the Company for a period of five (5) years with effect from 9<sup>th</sup> January, 2026, subject to approval of the Members.

In terms of Section 161 of the Act, Mr. Vikas Krishnakumar Tanwar holds office as an Additional Director up to the date of this Extraordinary General Meeting. The Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director.

Accordingly, approval of the Members is sought for:

1. Regularization of his appointment as Director of the Company (Item No. 2); and
2. Approval of his appointment as Joint Managing Director of the Company (Item No. 3).

The proposed appointment is in accordance with Sections 196, 197, 198 and 203 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The NRC, after evaluating his qualifications, experience, industry knowledge and leadership capabilities, recommended his appointment considering the Company's present scale of operations and future growth strategy in the logistics and supply chain sector.

**Brief Profile & Regulatory Disclosures (Regulation 36(3) of SEBI LODR) and Secretarial Standard-2**

Particulars	Details
Name	Mr. Vikas Krishnakumar Tanwar
DIN	08222269
Age	33 Years
Qualification	Graduation
Experience	Experience in logistics, supply chain operations, business development and strategic management.
Date of first appointment on Board	9 <sup>th</sup> January, 2026
Proposed Designation	Joint Managing Director
Term of Appointment	Appointment as Director liable to retire by rotation and as Joint Managing Director for a period of five (5) years w.e.f. 9 <sup>th</sup> January, 2026
Nature of Appointment	Executive Director & Key Managerial Personnel
Shareholding in Company	15,600 Equity Shares
Directorships in other companies	VPR Warehousing solutions LLP – Designated Partner AKT Logistics LLP - Designated Partner VKT CNF LLP - Designated Partner Shiv Shakti Minerals - Partner

Particulars	Details
Membership/Chairmanship of Committees	NIL
Liable to retire by rotation	Yes
Remuneration	As approved by the Board and detailed in the Explanatory Statement

He is not debarred from holding the office of Director pursuant to any SEBI Order or any other authority.

**The material terms and conditions governing his appointment as Joint Managing Director are set out below:**

1. Period of Appointment: 5 Years (from 9<sup>th</sup> January, 2026 to 8<sup>th</sup> January, 2031)

2. Remuneration:

₹2,50,000/- per month (inclusive of salary, allowances, perquisites and commission).

Perquisites & Benefits:

- Use of Company's car with driver (maintenance and running expenses borne by the Company)
- Participation in Provident Fund, Gratuity Fund and other employee benefit schemes
- Reimbursement of business-related travelling, entertainment and out-of-pocket expenses

Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

3. Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.
4. The Joint Managing Director shall be entitled to annual leave and other leave benefits in accordance with the Company's HR Policy, as amended from time to time, including provisions relating to accumulation and encashment of leave, as applicable to senior management personnel.
5. Managing Director shall be entitled to:
- a) the reimbursement of entertainment expenses actually incurred by him in the course of legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and
- b) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.
6. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

7. Notwithstanding anything to the contrary, either party shall be entitled to terminate the appointment, at any time by giving to the other party 90 days' notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, the appointment shall stand terminated and Joint Managing Director shall cease to be the Joint Managing Director of the Company. The said notice period of 90 days may be waived mutually.
8. The terms and conditions of the said appointment herein may be altered and varied by the Board of Directors(including NRC) from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.
9. The said appointment including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/ approved.
10. In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the aforesaid remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013.

### **III. Relationship Disclosure**

Mr. Vikas Krishnakumar Tanwar belongs to the Promoter Group of the Company.

He is:

- Son of Mr. Krishna Kumar Tanwar, Managing Director of the Company;
- Husband of Mrs. Divya Vikas Tanwar, Non-Executive Director of the Company; and
- Brother of Ms. Twinkle Tanwar, Chief Executive Officer (Key Managerial Personnel) of the Company.

Except as stated above, he is not related to any other Director or Key Managerial Personnel of the Company.

Except Mr. Vikas Krishnakumar Tanwar and his relatives (as mentioned above), none of the Directors or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 and Item No. 3 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 2 and Item No. 3 of the Notice for approval of the Members.

#### **Item No. 4: Appointment of Mr. Mukesh Chandra (DIN: 11473766) as an Independent Director of the Company**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 9<sup>th</sup> January, 2026 had appointed Mr. Mukesh Chandra (DIN: 11473766) as Additional Director (Non-Executive, Independent) of the Company for a first term of Five (5) years effective from 9<sup>th</sup> January, 2026, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Mukesh Chandra (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Mukesh Chandra for the office of Directors of the Company.

### **Brief Profile of Mr. Mukesh Chandra**

*(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2)*

<b>Particulars</b>	<b>Details</b>
Name of Director	Mr. Mukesh Chandra
DIN	11473766
Date of Birth / Age	26 <sup>th</sup> June 1963 (62 years)
Nationality	Indian
Qualification	Bachelor's Degree in Electrical Engineering (AMIE), Institution of Engineers (India); Post Diploma in Electrical Engineering, YMCA Institute of Engineering, Faridabad
Expertise in Specific Functional Areas	Infrastructure & Engineering Management, Large-scale Project Execution, Operations & Safety Oversight, Regulatory Compliance, Risk Management, Governance & Public Sector Administration
Experience	Over 34 years of service in Indian Railway Service of Electrical Engineers (IRSEE)
Last Position Held	Chief Electrical Engineer, Northern Railway, New Delhi (Retired June 2023)
Directorship in other Companies	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil
Relationship with Directors / KMP	Not related to any Director or Key Managerial Personnel
Number of Board Meetings attended (if applicable)	Not Applicable (proposed appointee)
Terms and Conditions of Appointment	Appointment as Independent Director (Non-Executive) for a term of five (5) consecutive years commencing from 9 <sup>th</sup> January, 2026; not liable to retire by rotation
Remuneration Proposed	Sitting fees for attending Board/Committee meetings and reimbursement of expenses; no stock options
Justification for Appointment	Brings extensive experience in engineering leadership, governance oversight, compliance and risk management;

Particulars	Details
	expected to strengthen Board independence and operational oversight
Declaration of Independence	Declaration received under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI LODR Regulations
Skills & Capabilities required	As identified by NRC in line with Board skill matrix, particularly in infrastructure, operations and governance

Mr. Mukesh Chandra is deemed to be interested in the resolution relating to their appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 4 of this Notice.

The Board recommends passing of the Special Resolution as set out in Items no. 4 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge he bring with him would benefit the Company.