



## 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>

### 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 **Tuesday, 26<sup>th</sup> day of May, 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: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

*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 the Section 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”), enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the Securities and Exchange Board of India Act, 1992, as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957, other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”), the Foreign Exchange Management Act, 1999, as amended the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 read with the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), (“FEMA”) and the Listing Agreement in terms of the SEBI Listing Regulations entered into by the Company with National Stock Exchange of India Limited (“NSE”) on which the Equity shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (“MCA”), Registrar of Companies, Ahmedabad, SEBI, the Stock Exchanges, the Reserve Bank of India (“RBI”) and /or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, by the Applicable Regulatory Authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter may constitute and authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer, allot and deliver in one or more tranches upto 7,90,800 (Seven

Lakhs Ninety Thousand Eight Hundred Only ) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) through preferential issue on a private placement basis, (“Preferential Issue”) to persons identified hereunder (Proposed Allottees) who are not promoter/(s) and do not belong to the promoter group of the Company, for cash at a price of Rs. 255/- (Rupees Two hundred and fifty-five Only) per Equity Share (including a premium of Rs. 245/- (Rupees Two hundred and forty-five Only), (“Preferential Allotment Price”), aggregating upto Rs. 20,16,54,000 (Rupees Twenty Crore Sixteen Lakhs Fifty-Four Thousand only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) on such terms and conditions as mentioned below and as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time in the following manner (“Preferential Issue”):

**Details of the Proposed Allottees:**

Sr. No.	Name of the Proposed Investor	Category	Maximum No. of Shares to be subscribed in preferential allotment	Maximum Investment Amount (In Rs.)
1.	Vijay Kishanlal Kedia	Non- Promoter	3,45,600	8,81,28,000
2.	Kedia Securities Private Limited	Non- Promoter	3,45,600	8,81,28,000
3.	Ankit babel	Non- Promoter	15,000	38,25,000
4.	Sushant Sushil Dalmia	Non- Promoter	15,000	38,25,000
5.	Basu Deo Gupta HUF	Non- Promoter	15,000	38,25,000
6.	Mukesh Agarwal	Non- Promoter	4,800	12,24,000
7.	Shriram Kondiba Vijapure	Non- Promoter	4,200	10,71,000
8.	Saurabh Gokulprasad Khandelwal	Non- Promoter	4,200	10,71,000
9.	Nikita Khetan	Non- Promoter	3,600	9,18,000
10.	Pathri Sai Krishna	Non- Promoter	3,000	7,65,000
11.	Salman Mahmadsalim Shethiya	Non- Promoter	3,000	7,65,000
12.	Jainil Avnishbhai Shah HUF	Non- Promoter	3,000	7,65,000
13.	Sunil Ranasaria	Non- Promoter	3,000	7,65,000
14.	Nitin Agarwal	Non- Promoter	3,000	7,65,000
15.	Ayush Jindal	Non- Promoter	3,000	7,65,000
16.	Pankaj Jalan	Non- Promoter	3,000	7,65,000
17.	Pranav Jalan	Non- Promoter	3,000	7,65,000
18.	Ashutosh Modi	Non- Promoter	3,000	7,65,000
19.	Monika Bala	Non- Promoter	2,400	6,12,000
20.	Dikshita Modi	Non- Promoter	2,400	6,12,000
21.	Girisha Maheshwari	Non- Promoter	2,400	6,12,000
22.	Dinesh Chandra Agarwal	Non- Promoter	1,800	4,59,000
23.	Poonam Raheja	Non- Promoter	1,800	4,59,000
	<b>Total</b>		<b>7,90,800</b>	<b>20,16,54,000</b>

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the Proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above, as per SEBI ICDR Regulations is April 24, 2026, being the date 30 (Thirty) days prior to the date of Extraordinary General Meeting held to consider the special resolution for the preferential issue and the minimum issue price has been determined accordingly in terms of provisions of Chapter V of the SEBI ICDR Regulations. The price determined

above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of Equity Shares under Preferential Allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

(i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the National Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.

(ii) The Equity Shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(iii) The Equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/ or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(iv) The Equity Shares so issued, offered and allotted shall not exceed the number of Equity Shares as approved herein above.

(v) The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

(vi) The consideration for Preferential Issue shall be paid to the Company from the bank accounts of the respective Proposed Allottees at the time of allotment.

(vii) The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this Preferential Issue be kept by the Company in a separate bank account.

(viii) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a draft Private Placement Offer Letter in the format prescribed in Form PAS-4, together with an application form to be issued to the Proposed Allottees, be and are hereby approved.

**RESOLVED FURTHER THAT** the valuation report for the price of the Equity Shares as required under Section 62 of the Act, and any other applicable laws, issued by Mr. Anurag Singal, Registered Valuer – Securities & Financial Assets, be and is hereby taken on record by the Members.

**RESOLVED FURTHER THAT** the certificate from a Practicing Company Secretary, (required under Regulation 163(2) of the SEBI ICDR Regulations, certifying that the issue through preferential allotment is being made in compliance with the SEBI ICDR Regulations from CS Jigar Trivedi, Proprietor of M/s. Jigar Trivedi & Co., Practicing Company Secretaries, has been taken on record by the Members.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary & Compliance officer of the Company (“Authorized Signatories”) be and are hereby severally authorized to take necessary steps for listing the Equity Shares, issued, offered and allotted to the Proposed Allottee on National Stock Exchange, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** subject to the receipt of approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from National Stock Exchange within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board of Directors or Company Secretary & Compliance officer of the Company ("Authorized Signatories") of the company be and are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the Equity Shares, as stated above, to the proposed allottee and listing thereof with National Stock Exchange.

**RESOLVED FURTHER THAT** the board of Directors of the Company be and is hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s), any officer(s) of the Company including making necessary filings with the National Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, Merchant Bankers (if required) and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution and all incidental and ancillary things done be and are hereby approved and ratified in all respect."

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

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

**Date: 30<sup>th</sup> April, 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, of the Notice is annexed hereto.

[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 have the capacity to allow at least 1000 members to participate 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.nsdl.com](http://www.evoting.nsdl.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 is 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 Saturday, 23<sup>rd</sup> May, 2026 at 9:00 A.M. and ends on Monday, 25<sup>th</sup> May, 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. Tuesday, 19<sup>th</sup> May, 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 19<sup>th</sup> May, 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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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> <p style="text-align: center;">  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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***
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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: 30<sup>th</sup> April, 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

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item no. 1:**

#### **Issue of Equity Shares on Preferential Basis**

The Board of Directors of the Company ("Board") in its meeting held on 30<sup>th</sup> April, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issuance of upto 7,90,800 Equity Shares of Face Value Rs. 10/- each of the Company ("Equity Shares") on a preferential issue on a private placement basis, ("Preferential Issue"), in one or more tranches, at a price of Rs. 255/- (Rupees Two hundred and fifty-five Only) per Equity Share (including a premium of Rs. 245/- (Rupees Two hundred and forty five Only) ("Preferential Allotment Price"), to the Proposed Allottees as mentioned in the item no. 1 of the Notice, in accordance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations").

As per Companies Act, 2013 and Rules made thereunder (the "Act"), and in accordance with the provisions of the SEBI ICDR Regulations as amended from time to time, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board, therefore, pursuant to the provisions of Sections 23, 42, 62 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, seeks approval of the Members as set out in the item no.1 of the Notice, by way of a special resolution to issue upto 7,90,800 Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential issue on a private placement basis, to the Proposed Allottees as mentioned below, for cash at a price of Rs. 255/- (Rupees Two hundred and fifty-five Only) per Equity Share (including a premium of Rs. 245/- (Rupees Two hundred and forty-five Only) ("Preferential Allotment Price"), aggregating upto Rs. 20,16,54,000 (Rupees Twenty Crore sixteen lakhs fifty-four thousand only).

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations, 2018, to subscribe to the Equity Shares to be issued pursuant to the Preferential Issue.

**Information required in respect of the proposed issue of Equity Shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.**

#### **1. Purpose(s) and Object(s) of the Issue and particulars of the offer**

##### **a) Purpose(s) and Object(s) of the Issue:**

The Company proposes to raise funds through issue of fresh equity shares on preferential basis to meet the working capital requirements and General Corporate Purpose of the Company;

<b>Nature of Utilisation</b>	<b>Amount (Rupees in Lakhs.)</b>
Working Capital Requirements	1516.54
General Corporate Purpose	500.00

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the breakup of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

**b) Particulars of the Offer:**

Upto 7,90,800 (Seven Lakh Ninety thousand eight hundred) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential issue on a private placement basis to the Proposed Allottees, for cash at a price of Rs. 255/- (Rupees Two hundred and fifty-five Only) per Equity Share (including a premium of Rs. 245/- (Rupees Two hundred and forty-five Only), ("Preferential Allotment Price"), aggregating upto Rs. 20,16,54,000 (Rupees Twenty Crore sixteen lakhs fifty-four thousand only).

**2. Kind of Securities:** Equity Shares.

**3. Maximum number of specified securities to be issued, and the price at which security is being offered:**

It is proposed to issue, offer and allot up to 7,90,800 (Seven Lakh Ninety thousand eight hundred) Equity Shares of Face Value Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") at an issue price of Rs. 255/- (Rupees Two hundred and fifty-five Only) per Equity Share (including premium of Rs. 245/- (Rupees Two hundred and forty-five Only) ("Preferential Allotment Price"), aggregating to Rs. 20,16,54,000 (Rupees Twenty Crore sixteen lakhs fifty-four thousand only), on a preferential issue on a private placement basis, to the proposed allottee(s).

Further, the Preferential Allotment Price is not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**4. Date of passing Board Resolution:** April 30, 2026

**5. Amount which the Company intends to raise by way of such issue of securities:**

Upto Rs. 20,16,54,000 (Rupees Twenty Crore sixteen lakhs fifty-four thousand only).

**6. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offeror separately in furtherance of objects:**

None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue.

**7. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the preceding ninety trading days prior to the Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The proposed preferential issue, will result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an Allottees along with allottees acting in concert, Thus, in accordance with regulation 166A (1) of SEBI ICDR Regulations, 2018, the floor price, shall be higher of the floor price determined under regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer.

Floor Price as per Regulation 164 shall not be less than higher of the following:

i. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date; or

ii. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to Rs. 254.09/- each.

And the Company has obtained a valuation report from an independent registered valuer namely Mr. Anurag Singal, holding Registered Valuer membership number IBBI/RV/06/2022/14679 dated April 30, 2026, for determining the floor price for the proposed Preferential Issue ("Valuation Report").

As per the Valuation Report, the floor price per equity share of the Company is 254.09/- each. The Valuation Report is available on the website of the Company at <https://iware.co.in/investor/>

In view of the above, the Board of Directors of the Company decided to issue Equity Shares to the Proposed Allottees at an issue price of Rs. 255/- (Rupees Two hundred and fifty-five Only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

#### **8. Name and address of valuer who performed valuation**

Name of the Registered Valuer: Mr. Anurag Singal, Registered Valuer – Securities & Financial Assets  
[Registration No. IBBI/RV/06/2022/14679, ICAI RVO Membership No.: ICAIRVO/06/RV-P005/2022-2024]

Address of the Registered Valuer: B 603, No. 577/443, Siddapura, Varthur Hobli, Whitefield, Bengaluru – 560066 Suite 2AB, Vivekanand House, 268/2/B/2, G.T. Road, Kolkata – 711204

#### **9. Pricing of Preferential Issue, the price or price band at/within which the allotment is proposed:**

The price is fixed at Rs. 255/- (Rupees Two hundred and fifty-five Only) consisting of Rs. 10/- (Rupees Ten Only) as face value and Rs. 245 (Rupees Two hundred and forty-five Only) as premium per equity share, being not less than the minimum price computed in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations.

#### **10. Method of determination of price as per the Articles of Association of the Company:**

Not applicable as the Articles of Association of the Company is silent on the determination of a floor price/ minimum price of the shares proposed to be issued on preferential basis.

Accordingly, each Equity Shares of the face value of Rs. 10/- is issued at a price of Rs. 255/- (Rupees Two hundred and fifty-five Only) Per Equity share as determined in accordance with Chapter V of SEBI ICDR Regulations on Preferential Allotment basis.

#### **11. Relevant Date with reference to which the price has been arrived at:**

The Relevant Date, in accordance with SEBI ICDR Regulations is fixed as 24<sup>th</sup> April, 2026

#### **12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Annexed as Annexure II to this Explanatory Statement.

**13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities and as well as price:**

The Company has not made any preferential allotment during the year.

**14. Shareholding Pattern of the Company before and after the preferential issue:**

Annexed as Annexure III to this Explanatory Statement.

**15. Proposed time frame within which the issue or allotment shall be completed:**

Pursuant to the requirements of SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the proposed allottees on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

**16. Lock-in period:**

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI ICDR Regulations.

**17. Listing of the proposed shares:**

The Company shall make an application to National Stock Exchange of India Limited, on which the existing equity shares of the Company are listed, for listing of the proposed Equity Shares. The Equity Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case maybe. The proposed Equity Shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

**18. Certificate of Practicing Company Secretary:**

The certificate from, M/s. Jigar Trivedi & Co, the Practicing Company Secretary, certifying that the Regulations, shall be made available for inspection by the Members during the meeting and is hosted Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR on the Company's website <https://iware.co.in/investor/>

**19. The names of the proposed Allottees and the percentage (%) of Post Preferential Issue Capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Annexed as Annexure I to this Explanatory Statement.

Further, there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

**20. The class or classes of persons to whom the allotment is proposed to be made:**

Annexed as Annexure I to this Explanatory Statement.

**21. Material terms of raising such securities:**

The Equity Shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 255/- (Rupees Two hundred and fifty-five Only) per Equity Share (including a premium of Rs. 245/- (Rupees Two hundred and forty-five Only) ("Preferential Allotment Price"), aggregating upto Rs. 20,16,54,000 (Rupees Twenty Crore sixteen lakhs fifty-four thousand only) in accordance with provisions of SEBI ICDR Regulations to the Proposed Allottees.

The proposed Equity shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

**22. Principle terms of assets charged as securities:** Not Applicable

**23. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**24. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Annexed as Annexure I to this Explanatory Statement.

**25. Other Disclosures/ Undertakings:**

(a) None of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations is not applicable.

(b) The Proposed allottees, the Company, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.

(c) The Proposed allottees has not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

(d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.

(e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;

(f) The Company and the Proposed Allottees do not have direct or indirect relation with the companies, its promoters or directors, which are compulsorily delisted by any recognized stock exchange.

(g) The Proposed Allottees has confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.

(h) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.

(i) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with National Stock Exchange of India Limited where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

(j) The Company has obtained Permanent Account Numbers of the proposed Allottees;

(k) The preferential issue of Equity Shares is being made in strict compliance with the provisions of the Companies Act, SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.

(l) The proposed Preferential Issue is not ultra vires to the provisions of Articles of Association of the issuer.

The Board of Directors believe that the proposed Preferential Issue is in the best interest of the Company and its shareholders and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members as a special resolution. None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

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

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

**Date: 30<sup>th</sup> April, 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-I**

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Current Status/Proposed Status</b>	<b>No. of Equity Shares to be allotted</b>	<b>Post issue % of capital that Allottees will hold on</b>
1.	Vijay Kishanlal Kedia	non-promoter	3,45,600	3.005
2.	Kedia Securities Private Limited	non-promoter	3,45,600	3.005
3.	Ankit babel	non-promoter	15,000	0.13
4.	Sushant Sushil Dalmia	non-promoter	15,000	0.13
5.	Basu Deo Gupta HUF	non-promoter	15,000	0.42
6.	Mukesh Agarwal	non-promoter	4,800	0.04
7.	Shriram Kondiba Vijapure	non-promoter	4,200	0.04
8.	Saurabh Gokulprasad Khandelwal	non-promoter	4,200	0.04
9.	Nikita Khetan	non-promoter	3,600	0.03
10.	Pathri Sai Krishna	non-promoter	3,000	0.03
11.	Salman Mahmadsalim Shethiya	non-promoter	3,000	0.03
12.	Jainil Avnishbhai Shah HUF	non-promoter	3,000	0.03
13.	Sunil Ranasaria	non-promoter	3,000	0.03
14.	Nitin Agarwal	non-promoter	3,000	0.03
15.	Ayush Jindal	non-promoter	3,000	0.03
16.	Pankaj Jalan	non-promoter	3,000	0.03
17.	Pranav Jalan	non-promoter	3,000	0.03
18.	Ashutosh Modi	non-promoter	3,000	0.03
19.	Monika Bala	non-promoter	2,400	0.02
20.	Dikshita Modi	non-promoter	2,400	0.02
21.	Girisha Maheshwari	non-promoter	2,400	0.03
22.	Dinesh Chandra Agarwal	non-promoter	1,800	0.02
23.	Poonam Raheja	non-promoter	1,800	0.02

**ANNEXURE-II**

Sr. No.	Name and Category of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owners	No. of Equity Shares and Percentage of Voting rights held pre - Preferential Issue
1.	Kedia Securities Private Limited- non-promoter	1. Vijay Kishanlal Kedia 2. Manju Vijay Kedia	-

**ANNEXURE-III**

a) Pre-issue and post Preferential Issue capital that may be held by the proposed allottees.

Sr. No.	Name of Proposed Allottees	Pre-issue No. of shares held	% of Shareholding	Post Issue No. of shares held	% of Shareholding
1.	Vijay Kishanlal Kedia	-	-	3,45,600	3.005
2.	Kedia Securities Private Limited	-	-	3,45,600	3.005
3.	Ankit babel	-	-	15,000	0.13
4.	Sushant Sushil Dalmia	-	-	15,000	0.13
5.	Basu Deo Gupta HUF	36,000	0.34	51,000	0.42
6.	Mukesh Agarwal	-	-	4,800	0.04
7.	Shriram Kondiba Vijapure	-	-	4,200	0.04
8.	Saurabh Gokulprasad Khandelwal	-	-	4,200	0.04
9.	Nikita Khetan	-	-	3,600	0.03
10.	Pathri Sai Krishna	-	-	3,000	0.03
11.	Salman Mahmadsalim Shethiya	-	-	3,000	0.03
12.	Jainil Avnishbhai Shah HUF	-	-	3,000	0.03
13.	Sunil Ranasaria	-	-	3,000	0.03
14.	Nitin Agarwal	-	-	3,000	0.03
15.	Ayush Jindal	-	-	3,000	0.03
16.	Pankaj Jalan	-	-	3,000	0.03
17.	Pranav Jalan	-	-	3,000	0.03
18.	Ashutosh Modi	-	-	3,000	0.03
19.	Monika Bala	-	-	2,400	0.02
20.	Dikshita Modi	-	-	2,400	0.02
21.	Girisha Maheshwari	1200	0.01	3,600	0.03
22.	Dinesh Chandra Agarwal	-	-	1,800	0.02
23.	Poonam Raheja	-	-	1,800	0.02

b) Shareholding Pattern before and after the proposed preferential issue:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
<b>A.</b>	<b>Promoters' holding</b>				
1.	Indian				
	Individual	83,916	0.78	83,916	0.73
	Bodies Corporate	78,55,284	73.30	78,55,284	68.27
	<b>Sub-total</b>				
2.	Foreign Promoters	-	-	-	-
	<b>Sub-total (A)</b>	79,39,200	74.09	79,39,200	69.00
<b>B.</b>	<b>Non-promoters holding</b>				
1.	<b>Institutional Investors</b>	50,400	0.47	50,400	0.44
2.	<b>Non-Institution</b>				
	Private Corporate bodies	1,68,000	1.57	5,13,600	4.46
	Directors and relatives	-	-	-	-
	Indian public	22,29,600	20.81	26,59,800	23.12
	Others (including NRIs)	3,28,800	3.07	3,43,800	2.98
	<b>Sub-total (B)</b>	<b>1,07,16,000</b>	<b>100%</b>	<b>35,67,600</b>	<b>100%</b>
	<b>Grand total</b>	<b>1,07,16,000</b>		<b>1,15,06,800</b>	