

NOTICE

SHORTER NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) (02/2025-26) of the members of Cashless Technologies India Private Limited (**the “COMPANY”**) is scheduled to be held on Monday, December 22, 2025 at 11.30 A.M. (IST) at 801/802/803, Wing A, 8th floor, Sagartech Plaza Andheri Kurla Road, Sakinaka, Mumbai - 400072, Maharashtra, to transact the following business:

SPECIAL BUSINESS:

ITEM – 1: TO APPROVE THE APPOINTMENT AND TERMS AND CONDITIONS FOR APPOINTMENT OF MR. SOORRAJ VS AS THE MANAGING DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the other applicable provisions, if any, for the time being in force (including any statutory modification(s) or amendment(s) or re-enactment thereof) for the time being in force, in line with the Memorandum of Association and the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Soorraj VS (DIN: 08777727), as the Managing Director of the Company, with effect from December 18, 2025, for a period of five years till December 17, 2030, liable to retire by rotation and on such terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed to the Notice, with further liberty to the Board to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Soorraj VS, as Managing Director in such manner as may be considered appropriate and as may be permissible at law.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the other applicable provisions, if any, for the time being in force (including any statutory modification(s) or amendment(s) or re-enactment thereof), in line with the Memorandum of Association and the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and as approved by the Board of Directors, at its meeting held on December 18, 2025, and considering the inadequacy ~~or absence~~ of profits and/ or the fact that the remuneration payable to Mr. Soorraj VS, Managing Director, exceeds 5% ~~(taken together with the remuneration payable to any Managing Director and/ or Whole-time Director(s) as covered under Section 197 of the Act)~~ of net profits of the Company during a period of three years effective from the date of his appointment as mentioned above, being the limit specified under Section 197 read with Schedule V of the Act, approval of the Members of the Company be and is hereby accorded for payment of remuneration for a period of three years effective from the date of his appointment as mentioned above to him, as given in Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy ~~or absence~~ of profits for a period of three years effective from the date of his appointment as mentioned above, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors and as set out in the Explanatory Statement be paid as minimum remuneration to Mr. Soorraj VS.

RESOLVED FURTHER THAT in compliance with the applicable provisions of the Act, the remuneration payable to Mr. Soorraj VS as Managing Director, shall be paid as minimum remuneration, notwithstanding in the event of absence ~~or inadequacy~~ of profits such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act, for a period of three years effective from the date of his appointment as Managing Director in the Company.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby severally authorized to vary and/or revise the remuneration of Mr. Soorraj VS within limits permissible under the Act and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.

RESOLVED FURTHER THAT any Director, except for Mr. Soorraj VS, be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.”

ITEM NO. – 2: TO CONSIDER AND APPROVE THE APPOINTMENT MR. HARSHAD SURESHBHAI CHANDE AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors, Mr. Harshad Sureshbhai Chande (DIN: 11322236) who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors with effect from December 18, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of the next Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation with immediate effect.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to sign and execute all relevant documents and returns as may be required, file necessary forms with the Registrar of Companies, update the statutory registers maintained by the Company and to do all acts, deeds,

matters and things as deemed necessary and proper for the purpose of giving effect to the aforesaid resolution.”

<p>Place: Bangalore Date: December 18, 2025</p>	<p>By Order of the Board For Cashless Technologies Private Limited</p> <p></p> <p>Madhumita Sarkar Company Secretary M. No. ACS-34848</p>
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified Authorization Letter/ Board Resolution/ relevant documents authorizing the representatives to attend and vote at the Extra-ordinary General Meeting.
4. Members/Proxies attending the meeting are requested to send the Attendance Slip (duly completed) before the Meeting.
5. The Statutory Registers required to be kept open for inspection at the EGM of the Company under the Act read with Rules made thereunder, will be available for online inspection during the EGM by any person having the right to attend the EGM.
6. Route map and landmark details for the venue of general meeting is attached to this Notice.