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NOTICE OF EXTRA-ORDINARY GENERAL MEETING NO. 01/2026-27

NOTICE is hereby given that the Extra-Ordinary General Meeting No. 01/FY 2026-27 of the Members of Atyati Technologies Private Limited ("the Company") will be held at shorter notice on Monday, 28th September 2026 at 10.00 pm at Fifth Floor, Vijaya Building, 17, Barakhamba Road, New Delhi- 110001, India.

SPECIAL BUSINESS:

1. **TO APPROVE THE TRANSFER OF THE LENDING BUSINESS UNDERTAKING (JLG/MSME) OF THE COMPANY TO TVAM TECHNOLOGIES PRIVATE LIMITED ('TVAM')**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, of the Companies Act, 2013 ("Act") read with relevant rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company and all other provisions of all other applicable laws, and subject to such 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 ("Board") for transfer, sale, assignment and delivery, hive-off or otherwise dispose of lending business Undertaking (JLG/MSME) undertaking of the Company, a Related Party Transaction, as per the proposed Business Transfer Agreement ("BTA") to Tvam Technologies Private Limited, a company incorporated under the provisions of the Companies Act, 2013, a related Party, as a going concern by way of slump sale (as contemplated under Section 77 of the Income Tax Act, 2025), together with the identified assets, liabilities, contracts, employees, insurances, leased properties, legal proceedings, along with goodwill associated with it by executing BTA and other ancillary agreements required to give effect thereto, 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 with effect from the closing date, subject to the fulfillment of the terms and conditions of the Business Transfer Agreement ("Effective Date").

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for the transfer, sale, assignment and delivery, hive-off or otherwise disposal of the lending business Undertaking (JLG/MSME) of the Company to Tvam Technologies Private Limited for a lump sum consideration of INR 59,49,000/- (Indian Rupees Fifty-Nine Lakhs Forty-Nine Thousand Only), subject to any adjustment as may be applicable under the BTA.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the sale and transfer of the JLG/MSME Business (i) to finalize, vary and settle the terms and conditions of the sale and transfer of the transactions mentioned above; (ii) settle and finalize all issues that may arise in this regard, without further referring to the members of the Company; (ii) to negotiate, finalize, execute, deliver and perform the BTA and other contracts, deeds, undertaking and other documents and subsequent modifications thereto (including providing such representations, warranties, indemnities and covenants and agreeing to price adjustments as may be agreed); (iii) to file applications and make representations to seek the requisite approvals in respect thereof from the

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relevant government authorities and third parties, including lenders, lessors and customers of the Company; and (iv) to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee constituted by the Board of the Company or to any Director(s) of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

2. **TO APPROVE THE APPOINTMENT OF MR. PRAKASH RAMACHANDRA PRABHU (DIN: 00822438) AS MANAGING DIRECTOR ("MD") OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM AS MANAGING DIRECTOR**

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

"**RESOLVED THAT** pursuant to Section 2(51), 2(54), 117, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or amendment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded, to appoint Mr. Prakash Ramachandra Prabhu (DIN: 00822438) as Managing Director of the Company for a period of 3 years with effect from 29th September 2026 to 28th September, 2029;

RESOLVED FURTHER THAT Mr. Prakash Ramachandra Prabhu (DIN: 00822438) be and is hereby appointed as Managing Director of the Company for a period of 3 years with effect from 29th September 2026 to 28th September 2029 liable to retire by rotation and on such terms and conditions as may be mutually agreed between him and the Board of Directors of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration of INR 64,80,000 (Rupees Sixty-Four Lakh Eighty Thousand only) per annum to Mr. Prakash Ramachandra Prabhu, Managing Director of the Company, with effect from 29th September 2026, payable on a pro-rata basis for the period commencing from 29th September 2026, on such terms and conditions as may be approved by the Board, subject to the provisions of the Act and Schedule V thereto notwithstanding the fact that in any financial year the Company's profits made are inadequate;

RESOLVED FURTHER THAT pursuant to Section 203(3) and other applicable provisions of the Companies Act, 2013, the appointment of Mr. Prakash Ramachandra Prabhu (DIN: 00822438) as Managing Director of the Company, notwithstanding that he is presently the Managing Director of Tvam Technologies Private Limited, be and is hereby approved by the Members of the Company;

RESOLVED FURTHER THAT any Director / Company Secretary of the Company be and is hereby severally authorized to sign and file necessary e-Forms/documents with the Registrar of Companies, or any other concerned authority(ies), for and on behalf of the Company, to make necessary entries in the Statutory Registers and to do all other deeds, things and acts that are necessary to give effect to this resolution."

3. **TO APPROVE THE WAIVER OF RECOVERY OF REMUNERATION PAID/PAYABLE TO MR. PRAKASH RAMACHANDRA PRABHU, FOR THE PERIOD FROM 2ND JULY 2026 UNTIL THE DATE OF HIS APPOINTMENT AS MANAGING DIRECTOR**

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

"RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to approve and ratify the remuneration paid/payable to Mr. Prakash Ramachandra Prabhu in his capacity as Whole-time Director and Chief Executive Officer (CEO) of the Company for the period commencing from 2nd July 2026 until 28th September 2026, subject to the applicable provisions of the Companies Act, 2013, including Section 197 read with Schedule V thereto."

"RESOLVED THAT pursuant to the provisions of Sections 197(9), 197(10) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, the consent of the Members of the Company be and is hereby accorded for the waiver of recovery of the remuneration paid/payable to Mr. Prakash Ramachandra Prabhu for the period commencing from 2nd July 2026 until 28th September 2026, being the date immediately preceding the date of his appointment as Managing Director, to the extent such remuneration is required to be refunded to the Company pursuant to Section 197(9) of the Act;

RESOLVED FURTHER THAT any Director / Company Secretary of the Company be and is hereby severally authorized to sign and file necessary e-Forms/documents with the Registrar of Companies, or any other concerned authority(ies), for and on behalf of the Company, to make necessary entries in the Statutory Registers and to do all other deeds, things and acts that are necessary to give effect to this resolution."

4. **APPOINTMENT/REGULARISATION OF MR. RAHUL SHARMA (DIN: 06879073) AS A NON-EXECUTIVE 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 Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company, Mr. Rahul Sharma (DIN: 06879073), who was appointed as a Non-Executive Additional Director with effect from 3 July 2026 by the Board of Directors of the Company and for whom a notice in writing has been received from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorised to do all acts, deeds and things necessary to give effect to this resolution."

5. **APPOINTMENT/ REGULARISATIONOF MS. SAVITA (DIN: 08764773) AS AN INDEPENDENT DIRECTOR AND WOMAN 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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, read with Schedule IV, the applicable rules and the Articles of Association of the Company, Ms. Savita (DIN: 08764773), who was appointed as a Non-Executive Independent Additional Director and Woman Director with effect from 3 July 2026 by the Board of Directors of the Company and who also meets the criteria for

independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and for whom a notice in writing has been received from a member under Section 160 of the Act proposing her candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director and Woman Director of the Company for a first term of five consecutive years from 3 July 2026 to 2 July 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorised to do all acts, deeds and things necessary to give effect to this resolution."

6. **APPOINTMENT/REGULARISATION OF MR. MANOJ JOSHI (DIN: 00036546) AS AN INDEPENDENT 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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, read with Schedule IV, the applicable rules, Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Manoj Joshi (DIN: 00036546), who was appointed as a Non-Executive Independent Additional Director with effect from 3 July 2026 by the Board of Directors of the Company and who also meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and for whom a notice in writing has been received from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a first term of five consecutive years from 3 July 2026 to 2 July 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorised to do all acts, deeds and things necessary to give effect to this resolution."

7. **TO APPOINT M/S. S.S. KOTHARI MEHTA & CO. LLP AS STATUTORY AUDITORS, CHARTERED ACCOUNTANTS (FRN: FRN: 000756N/N500441) TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. S.R. BATLIBOI & CO. LLP, CHARTERED ACOUNTANTS (FRN: 301003E/E300005)**

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. S.S. Kothari Mehta & Co. LLP, Chartered Accountants (Firm Registration No. 000756N/N500441)), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), to hold office from conclusion of this extra ordinary general meeting until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year 2026-27, at such remuneration as may be mutually agreed between the Statutory Auditors and the Company, together with applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the statutory audit.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to make necessary filings with the Registrar of Companies and such other authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution."

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Atyati Technologies Private Limited

CIN: U72200KA2006PTC038859

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By Order of the Board
For **Atyati Technologies Private Limited**

Mridula P. Thomas
Company Secretary
M. No.: 8966
Atyati Technologies Private Limited
Regd off: 301-323, 3rd Floor, Tower 'C', Diamond District, PID No.73-1-150/C-C-2, Old Airport Road, Kodihalli, Bengaluru-560008, Karnataka
Date: 28-Sep-2026
Place: Bengaluru

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL. TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 301 TO 323, 3RD FLOOR, TOWER C, DIAMOND DISTRICT, OLD AIRPORT ROAD, KODIHALLI-560008, BENGALURU, KARNATAKA, INDIA BEFORE THE SCHEDULED TIME OF THE EXTRA-ORDINARY GENERAL MEETING.

2. Kindly bring your copies of the Notice to the meeting.

3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.

4. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a certified copy of Board resolution/Representation Letter authorizing their representative to attend and vote on their behalf at the meeting.

5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.

6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 6:00 p.m.) on all working days except Saturdays, up to and including the date of the Extra-ordinary General Meeting of the Company.

7. Members are requested to notify their change of address, if any to the Company immediately.

8. The route map for the venue of Extra-ordinary General Meeting is enclosed for the reference and forms part of Notice of this meeting.

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

ITEM NO.1:

TO APPROVE THE TRANSFER OF THE LENDING BUSINESS OF THE COMPANY TO TVAM TECHNOLOGIES PRIVATE LIMITED ('TVAM')

The management has recommended the slump sale of lending business ("**JLG/MSME Business**") as a strategic decision to enhance the Company's financial position and streamline its operations.

The Board of Directors of the Company ("**Board**") at its meeting held on 28th September 2026, approved the transfer and sale of the JLG/MSME Business, subject to approval of shareholder on a going concern basis, by way of a "slump sale" (as contemplated under Section 77 of the Income Tax Act, 2025), without values being assigned to individual assets and liabilities, along with goodwill associated with it to Tvam Technologies Private Limited ("Tvam"), in accordance with the terms of the proposed Business Transfer Agreement ("**BTA**") for a consideration of INR 59,49,000/- (Indian Rupees Fifty Nine Lakhs Forty nine Thousand Only), subject to any adjustment as may be applicable under the BTA with effect from the closing date subject to the fulfilment of the terms and conditions of the Business Transfer Agreement ("Effective Date")

All assets and liabilities pertaining to JLG/MSME Business will also be assumed by Tvam as per the proposed BTA as per which Company will transfer:

(a) respective assets and liabilities on as is where is basis [including furniture, fixtures, office equipment, computers (including related infrastructure) etc];
(b) embedded goodwill [including brands, all tangible and intangible properties belonging to the lending Business, including intellectual property, if any, and right, title and interest in the computer software (both third party licensed or purchased or indigenously developed, and which is being used in the JLG/MSME Business operations)];
(c) all licenses, clearances, consents, approvals and permissions granted to the JLG/MSME Business including the licenses, clearances, consents, approvals and permissions whether renewed or applied for renewal by the Company;
(d) Insurance policies along with the rights and benefits therein relating to the JLG/MSME Business;
(e) all employees with new contracts, existing customer agreements, communications and related matters all other rights, benefits and privileges (including goodwill) accruing to the relevant transferor and which relate to the JLG/MSME Business.

There will be no change in the shareholding pattern of the Company as the proposal is for sale and transfer of the JLG/MSME Business. The directors recommend the resolution for your approval.

Since Mr. Prakash Ramachandra Prabhu, Director & CEO of the Company, is also the Managing Director of Tvam, it is a related party as per Section 2(76) of the Companies Act, 2013. Further, the proposed Related Party Transaction does not require the approval of the shareholders under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, since the value of the Lending Business proposed to be transferred does not exceed the prescribed threshold of 10% of the Company's net worth, based on the latest audited financial statements.

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However, approval of shareholders is required by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 since the Lending Business proposed to be transferred represents more than 20% of the total turnover of the Company based on the latest audited financial statements of the Company and accordingly qualifies as an "undertaking" within the meaning of the Explanation to Section 180(1)(a) of the Companies Act, 2013.

The details of the transaction are as provided below:

Name of the Related Party	Tvam Technologies Private Limited ("Tvam")
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Prakash Ramachandra Prabhu, Director & CEO
Nature of Relationship	Common Director
Nature, duration and particulars of the Contract or Arrangements	Nature: Transfer of lending Business undertaking of the Company Duration: One Time Contract. Particulars of contract: As per Business Transfer Agreement
Material terms of the Contract or Arrangements including the value, if any	INR 59,49,000/- (Indian Rupees Fifty Nine Lakhs Forty nine Thousand Only), subject to post-closing adjustments in accordance with the terms of the Business Transfer Agreement pursuant to Closing Accounts of the JLG/MSME Business Undertaking, prepared as at the Closing Date
Any other material information	Nil

Mr. Prakash Ramachandra Prabhu, Director and CEO of the Company is concerned or interested in the above referred resolution to the extent of his directorship and position as Director in both the Companies. Except as stated above, none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

ITEM NO.2:
TO APPROVE THE APPOINTMENT OF MR. PRAKASH RAMACHANDRA PRABHU (DIN: 00822438) AS MANAGING DIRECTOR ("MD") OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM AS MANAGING DIRECTOR

The Board of Directors of the Company, at its meeting held on 28th September 2026 has appointed Mr. Prakash Ramachandra Prabhu (DIN: 00822438) as Managing Director of the Company for a period of 3 (Three) years with effect from 29th September 2026, on such terms and conditions as may be mutually agreed between him and the Board of Directors of the Company.

The Company has received an eligibility letter from Mr. Prakash confirming that he satisfies the conditions prescribed under Part I of Schedule V of the Companies Act, 2013, for appointment as a Managing Director.

Mr. Prakash Ramachandra Prabhu being the founder of the Company, has significantly contributed to its growth and performance. Under his leadership, the Company has achieved consistent growth, expansion in operations and

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has successfully navigated through challenging business environments. His strategic vision, leadership capabilities and deep understanding of the business have been instrumental in strengthening the Company's position.

All other terms and conditions of Mr. Prakash Ramachandra Prabhu appointment shall remain unchanged. Further, he will be drawing remuneration of INR 5,40,000/- per month.

Further, the Net profit of the Company computed in accordance with Section 198 of the Act is INR. 92,68,117, after excluding profit on sale of investments of INR 7,98,700 in accordance with Section 198(3)(a). Accordingly, pursuant to Section 197(1)(i) of the Act, the maximum remuneration that may be paid to Mr. Prakash Ramachandra Prabhu is approximately INR 4,63,405 per annum, being 5% of the net profits of the Company. Since the Company has inadequate profits for the purpose of managerial remuneration, the remuneration payable to a managerial person is required to be considered with reference to Part II of Schedule V to the Act based on the effective capital of the Company.

The effective capital of the Company has been computed at INR. 104,54,63,479, comprising paid-up share capital, securities premium, reserves and surplus and long-term provisions and after taking into account the relevant deductions specified in Schedule V.

Under Section II of Part II of Schedule V, where the effective capital is INR 100 crore or more but less than INR 250 crore, the limit of yearly remuneration payable to a managerial person is INR 120 lakh. The proposed remuneration of INR 64.80 lakh per annum is therefore within the applicable Schedule V ceiling.

Since the remuneration proposed to be paid to the Mr. Prakash Prabhu is in compliance with the provisions of Sections 197 and 198 of the Companies Act, 2013 ("Act"), read with the rules made thereunder and the applicable provisions of Schedule V to the Act, the same may be approved by the Members by way of an Ordinary Resolution in accordance with Section 197(3) read with Schedule V to the Act. However, since the limit defined by the Companies Act, 2013 is dependent on the effective capital, and further from the governance perspective, it is placed before the Members for their approval by way of a Special Resolution.

The Board of Directors, at its meeting held on 28th September 2026, approved the appointment of Mr. Prakash Ramachandra Prabhu (DIN: 00822438) as Managing Director of the Company, notwithstanding his existing office as Managing Director of Tvam Technologies Private Limited, pursuant to Section 203(3) of the Companies Act, 2013, with the consent of all directors present at the meeting and after complying with the applicable notice requirements.

A brief profile of Mr. Prakash Ramachandra Prabhu required as per Secretarial Standards-II is as follows:

Name of Director	Mr. Prakash Prabhu
Director Identification Number	00822438
Age	56 years
Date of Birth	19/07/1970
Work Experience in functional area	Prakash Prabhu brings over 25 years of deep expertise in the Banking domain, with a distinguished focus while enabling Financial Inclusion, Rural Banking, Microfinance through his wide understanding on Technology

Qualification	BE-Computer Science
Terms and Condition of Appointment & Last Remuneration	Remuneration of INR 5,40,000/- per month i.e INR 64,80,000 (Rupees Sixty-Four Lakh Eighty Thousand only) per annum, payable on a pro-rata basis for the period commencing from 29th September 2026,
Remuneration sought to be paid, in case appointment is approved	INR 5,40,000/- per month
Directorship in other Companies including Listed Company	3
Membership of Committees of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/ Stakeholders Relationship Committee)	nil
No. of Shares held in the Company as on 31st March, 2026	342,705 (presently NIL)
Date of First Appointment on the Board	29/03/2006
Relationship with other Director, Manager & KMP	NA
Board Meeting Attended (F.Y. 2025-26)	6 Board Meetings of FY 2025-26 3 Board Meetings of FY 2026-27

Except Mr. Prakash Ramachandra Prabhu, no other Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the above referred resolution.

ITEM NO.3
TO APPROVE THE WAIVER OF RECOVERY OF REMUNERATION PAID/PAYABLE TO MR. PRAKASH RAMACHANDRA PRABHU, FOR THE PERIOD FROM 2ND JULY 2026 UNTIL THE DATE OF HIS APPOINTMENT AS MANAGING DIRECTOR

The Company became a deemed public company with effect from 2nd July 2026 and, consequently, the provisions of Sections 197 and 198 of the Companies Act, 2013 ("Act"), read with Schedule V thereto, became applicable to the remuneration payable to its managerial personnel.

Mr. Prakash Ramachandra Prabhu was appointed as Whole-time Director and Chief Executive Officer of the Company by the Board on 4th December 2024. The terms and conditions of his employment, including remuneration, were contemplated to be mutually agreed between Mr. Prakash and the Company.

The Company was not paying any salary or remuneration to Mr. Prakash Ramachandra Prabhu up to 31st March 2026. Subsequently, the Company commenced payment of remuneration to Mr. Prakash with effect from 1st April 2026 at a gross monthly remuneration of INR 5,40,000.

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Since the provisions governing managerial remuneration applicable to a public company became applicable to the Company with effect from 2nd July 2026, the remuneration paid/payable to Mr. Prakash from 2nd July 2026 until the date of his appointment as Managing Director is required to be considered in accordance with Section 197 of the Act.

Section 197(9) provides that where a director draws or receives remuneration in excess of the prescribed limit or without the approval required under Section 197, such amount is required to be refunded to the Company. Section 197(10) permits the Company to waive recovery of such amount where such waiver is approved by the Members by way of a Special Resolution within two years from the date on which the amount becomes refundable.

In view of the foregoing, it is placed for the approval of the Members, by way of a Special Resolution, for waiver of recovery of the remuneration paid/payable to Mr. Prakash Ramachandra Prabhu for the period commencing from 2nd July 2026 until the date immediately preceding his appointment as Managing Director.

Except Mr. Prakash Ramachandra Prabhu, no other Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the above referred resolution.

ITEM NO.4

APPOINTMENT OF MR. RAHUL SHARMA AS A NON-EXECUTIVE DIRECTOR

The Board of Directors of the Company, at its meeting held on 3 July 2026, appointed Mr. Rahul Sharma (DIN: 06879073) as a Non-Executive Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 ("Act"), with effect from 3 July 2026. The approval of the Members is sought for his appointment as a Non-Executive Director of the Company, liable to retire by rotation.

Mr. Rahul Sharma has already furnished his consent to act as a Director in Form DIR-2 and the requisite declarations and disclosures under the Act on 3 July 2026. The Board is of the view that his appointment as a Non-Executive Director would be in the interest of the Company.

Except Mr. Rahul Sharma and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval by the Members.

ITEM NO.5

APPOINTMENT OF MS. SAVITA AS AN INDEPENDENT DIRECTOR AND WOMAN DIRECTOR

The Board of Directors of the Company, at its meeting held on 3 July 2026, appointed Ms. Savita (DIN: 08764773) as a Non-Executive Independent Additional Director and Woman Director of the Company pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 ("Act"), with effect from 3 July 2026.

The approval of the Members is sought for her appointment as a Non-Executive Independent Director and Woman Director for a first term of five consecutive years commencing from 3 July 2026 and ending on 2 July 2031, not liable to retire by rotation. Ms. Savita has already furnished her consent to act as a Director in Form DIR-2, declaration of independence and the requisite declarations and disclosures under the Act on 3 July 2026.

The Board, based on her qualifications, experience and expertise, is of the opinion that Ms. Savita fulfils the conditions specified under the Act and the rules made thereunder for appointment as an Independent Director and

is independent of the management. The Board considers her appointment to be in the interest of the Company and appropriate for strengthening the diversity and governance of the Board.

Except Ms. Savita and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval by the Members.

ITEM NO.6:

APPOINTMENT OF MR. MANOJ JOSHI AS AN INDEPENDENT DIRECTOR

The Board of Directors of the Company, at its meeting held on 3 July 2026, appointed Mr. Manoj Joshi (DIN: 00036546) as a Non-Executive Independent Additional Director of the Company pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 ("Act"), with effect from 3 July 2026.

The Company is an unlisted material subsidiary of BLS E-Services Limited ("BLSE"), a listed company. Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires at least one Independent Director of the listed entity to be a Director on the Board of its unlisted material subsidiary.

The approval of the Members is sought for his appointment as a Non-Executive Independent Director for a first term of five consecutive years commencing from 3 July 2026 and ending on 2 July 2031, not liable to retire by rotation.

Mr. Manoj Joshi has already furnished his consent to act as a Director in Form DIR-2, declaration of independence and the requisite declarations and disclosures under the Act on 3 July 2026.

The Board, based on his qualifications, experience and expertise, is of the opinion that Mr. Manoj Joshi fulfils the conditions specified under the Act and the rules made thereunder for appointment as an Independent Director and is independent of the management. The Board considers his appointment to be in the interest of the Company and appropriate for strengthening the governance and oversight framework of the Company.

Except Mr. Manoj Joshi and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No.6 for approval by the Members.

ITEM NO.7:
TO APPOINT M/S. S.S. KOTHARI MEHTA & CO. LLP AS STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. S.R. BATLIBOI & CO. LLP

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), the Statutory Auditors of the Company, have tendered their resignation from the office of Statutory Auditors of the Company, with immediate effect. The resignation arose on account of independence requirements in connection with non-audit services rendered by another member firm of Ernst & Young Global Limited to BLS E-Services Limited, the Holding Company, and BLS International Services Limited, the Ultimate Holding Company.

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Atyati Technologies Private Limited

CIN: U72200KA2006PTC038859

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Consequently, a casual vacancy in the office of Statutory Auditors of the Company shall arise pursuant to Section 139(8) of the Companies Act, 2013 ("Act"). As per the provisions of the Act, a casual vacancy arising due to the resignation of an auditor must be approved by the shareholders at a General Meeting within three months from the date of occurrence.

The Audit Committee, at its meeting held on 28th September 2026, considered and recommended the appointment of M/s. S.S. Kothari Mehta & Co. LLP, Chartered Accountants (Firm Registration No. FRN: 000756N/N500441), as the Statutory Auditors of the Company to fill the said casual vacancy. The Board of Directors, at its meeting held on 28th September 2026, accordingly, approved their appointment, subject to approval of the Members of the Company.

M/s. S.S. Kothari Mehta & Co. LLP has furnished its consent to act as Statutory Auditors and confirmed that its appointment, if made, shall be in accordance with the applicable provisions of the Act and that it satisfies the eligibility and qualification requirements prescribed under Section 141 of the Act. The proposed appointment shall be from the date of appointment by the Board and shall continue until the conclusion of the ensuing Annual General Meeting of the Company for the financial year 2026-27. The remuneration payable to M/s. S.S. Kothari Mehta & Co. LLP shall be such amount as determined by the Board.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Ordinary Resolution set out at Item No. 7 for approval by the Members.

By Order of the Board
For **Atyati Technologies Private Limited**

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Mridula P. Thomas
Company Secretary
M. No.: 8966
Atyati Technologies Private Limited
Regd off: 301-323, 3rd Floor, Tower 'C', Diamond District,
PID No.73-1-150/C-C-2, Old Airport Road,
Kodihalli, Bengaluru-560008, Karnataka
Date: 28-Sep-2026
Place: Bengaluru

Pursuant to Section II of Schedule V of the Companies Act, 2013 the following statement is given:

General Information:		
1	Nature of Industry	Providing Business Correspondent Services and Technology Services to Banks
2	Date or Expected Date of commencement of commercial production	Company is operational since 2006
3	In case new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Performance of F.Y. 25-26: Total Income: Rs. 3,80,65,11,813 Profit After Tax: Rs. 1,70,00,133
5	Foreign Investments or Collaborations, if any	Not Applicable
Information about the Appointees:		
1	Background details	1. Mr. Prakash Prabhu has incorporated the Company in 2006. Mr. Prakash Prabhu graduated as BE-Computer Science from Karnataka University. Prakash continues to steer atyati toward ambitious growth objectives, leveraging his wealth of knowledge and commitment to delivering impactful solutions in the financial ecosystem. 2. Mr. Rahul Sharma, is the Non-Executive Director in the Company and Executive Director and CFO of BLS E-Services Limited, the Holding Company, bringing over 18 years of expertise in financial management, strategic planning, corporate governance, and technology integration.

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		3. Mr. Manoj Joshi is an Independent Director. He holds Bachelor's and Master's degrees in Commerce from the University of Rajasthan and has over 30 years of board management experience. 4. Dr. Savita holds a Ph.D., Master's, and bachelor's degree in commerce from Maharshi Dayanand University, Rohtak. Additionally, she qualified the UGC NET in June 2007 and subsequently qualified both the UGC-NET and JRF in December 2007.
2	Past remuneration	For the FY 2026-27 1.Mr. Prakash Prabhu– INR 5,40,000/- per month 2.Mr. Rahul Sharma – NIL 3.Mr. Manoj Joshi– NIL 4. Ms. Savita-NIL
3	Recognition or awards	-
4	Job profile and his suitability	Mr.Prakash Prabhu has been associated with the Company since its inception. Prakash continues to steer atyati toward ambitious growth objectives, leveraging his wealth of knowledge and commitment to delivering impactful solutions in the financial ecosystem. Mr. Rahul Sharma is the Executive Director and CFO of BLS E-Services Limited, the Holding Company, bringing over 18 years of expertise in financial management, strategic planning, corporate governance, and technology integration. Mr. Manoj Joshi is an Independent Director. He holds Bachelor's and Master's degrees in Commerce from the

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		University of Rajasthan and has over 30 years of board management experience. He has also served as an Independent Director on the Board of Morepen Laboratories Limited. Ms. Savita holds a Ph.D., Master's, and bachelor's degree in commerce from Maharshi Dayanand University, Rohtak. Additionally, she qualified the UGC NET in June 2007 and subsequently qualified both the UGC-NET and JRF in December 2007.
5	Remuneration proposed	As mentioned in the resolution/explanatory statement stated above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)	Considering the responsibility shouldered by Mr. Prakash Prabhu, of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry Standards and Board level positions held in similar sized and similarity-positioned businesses
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to Mr. Prakash Prabhu and the position of Mr. Rahul Sharma as the Executive Director and CFO of BLS E-Services Limited, the Holding Company, there is no other pecuniary relationship for any Director with the Company.
Other Information:		
1	Reasons of loss or inadequate profits	The Net profit of the Company computed in accordance with Section 198 of the Act is INR. 92,68,117, after excluding profit on sale of investments of INR 7,98,700 in accordance with Section 198(3)(a). Revenue for the financial year 2025-26 decreased to INR 38,065.12 lakh as compared to INR 40,945.14 lakh for the previous financial year, due to persistent

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		challenges in the Micro-Finance/Joint Liability Group (JLG) sector.
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

Details of the Directors seeking appointment at the General Meeting as required under applicable provisions of Secretarial Standard – 2

Name of Director	Mr. Rahul Sharma	Mr. Manoj Joshi	Ms. Savita
Director Identification Number	06879073	00036546	08764773
Age	40 years	69 years	42
Date of Birth	11/11/1985	14/05/1957	10/09/1984
Work Experience in functional area	16 years	NA	NA
Qualification	CA	B-com and M-com	B-com and M-com, Ph.D
Terms and Condition of Appointment & Last Remuneration	Mr. Rahul Sharma proposed to be appointed as Non-Executive Director of the Company and shall be liable to retire by rotation	Mr. Manoj Joshi proposed to be appointed as Indepenedent Director of the Company and shall not be liable to retire by rotation	Ms. Savita is proposed to be appointed as Women-Indepenedent Director of the Company and shall not be liable to retire by rotation
Remuneration sought to be paid, in case appointment is approved	NA	NA	NA
Directorship in other Companies including Listed Company	5	4	4

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Membership of Committees of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/ Stakeholders Relationship Committee)	**BLS E-Services Limited** i)Audit Committee - Member ii)Business and Finance Committee – Member iii)Risk Management Committee – Member	**BLS E-Services Limited** i)Audit Committee - Member ii)Nomination and Remuneration Committee – Member iii)Risk Management Committee – Member **Aadifidelis Solutions Private Limited** i)Audit Committee - Chairman ii)Nomination and Remuneration Committee - Chairman **BLS Polymers Limited** i)Nomination and Remuneration Committee - Member ii)Stakeholder's Relationship Committee – Chairman **Atyati Technologies Private Limited (Company)** i)Audit Committee - Chairman ii)CSR Committee - Member iii)Business and Finance Committee - Member	**Morepen Laboratories Ltd** i) Stakeholder Relationship Committee -Member ii)Corporate Social Responsibility Committee - Member **BLS International Services Limited** i)Stakeholder Relationship Committee -Chairperson ii)Nomination and Remuneration Committee - Member iii)Corporate Social Responsibility Committee - Member iv)Audit Committee- Member v)Business and Finance Committee- Member **Atyati Technologies Private Limited (Company)** i)Corporate Social Responsibility Committee - Member ii)Audit Committee - Member iii)Business and Finance Committee- Member
No. of Shares held in the Company as on 31st March, 2026	0	0	0
Date of First Appointment on the Board	03/07/2026	03/07/2026	03/07/2026
Relationship with other Director, Manager & KMP	NA	NA	NA
Board Meeting Attended (F.Y. 2025-26)	Nil	Nil	Nil

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Attendance Slip

Time :
Place :
FULL NAME OF THE FIRST SHAREHOLDER:
Joint Shareholders, if any
Father's/Husband name
Address in full

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING----------

I/We hereby record my /our attendance at the Extra-ordinary General Meeting No. 01/FY 2026-27 of Members of the Company to be held at shorter notice on Monday, 28th September 2026 at 10.00 p.m. (IST), at Fifth Floor, Vijaya Building, 17, Barakhamba Road, New Delhi- 110001, India, or at any adjournment thereof.

Folio No.: No of Equity Shares held:

Signature of the Member/Proxy/Authorized Representative _____



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Form No. MGT-11

Proxy form

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

CIN: **U72200KA2006PTC038859**

Name of the Company: **Atyati Technologies Private Limited**

Registered Office: **301-323, 3rd Floor, Tower C, Diamond District PID No. 73-1-150/C-C-2, Old Airport Road, Kodihalli, Bengaluru-560008, Karnataka, India**

Name of the Member(s): .....
Registered address: .....
E-mail Id: .....

I/ We being the member of **Atyati Technologies Private Limited**, holding…. shares, hereby appoint

1. Name: .....
   Address:
   E-mail Id:
   Signature: ....., or failing him
2. Name: .....
   Address:
   E-mail Id:
   Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting No. 01/FY 2026-27 of Members of the Company to be held at shorter notice on Monday, 28th September 2026 at 10.00 p.m. (IST), at Fifth Floor, Vijaya Building, 17, Barakhamba Road, New Delhi- 110001, India and at any adjournment thereof in respect of such resolution as indicated below:

Item no.1 – To approve the transfer of the Lending business undertaking (JLG/MSME) of the Company to Tvam Technologies Private Limited ('Tvam')

Item no.2 - To Approve the Appointment of Mr. Prakash Ramachandra Prabhu (DIN: 00822438), as Managing Director ("MD") of the Company and the Remuneration payable to him as Managing Director

Item no.3 - To approve the waiver of recovery of remuneration paid/payable to Mr. Prakash Ramachandra Prabhu for the period from 2nd July 2026 until the date of his appointment as Managing Director

Item No. 4-Appointment of Mr. Rahul Sharma as a Non-Executive Director

Item No.5-Appointment of Ms. Savita as an Independent Director and Woman Director for a first term of five consecutive years from 3 July 2026 to 2 July 2031

Item No. 6-Appointment of Mr. Manoj Joshi as an Independent Director for a first term of five consecutive years from 3 July 2026 to 2 July 2031

Item No.7-To Appoint M/s. S.S. Kothari Mehta & Co. LLP as Statutory Auditors to fill the Casual Vacancy caused by Resignation of M/s. S.R. Batliboi & Co. LLP

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Affix
Revenue
Stamp

Signed this …. day of…… 2026
Signature of Member
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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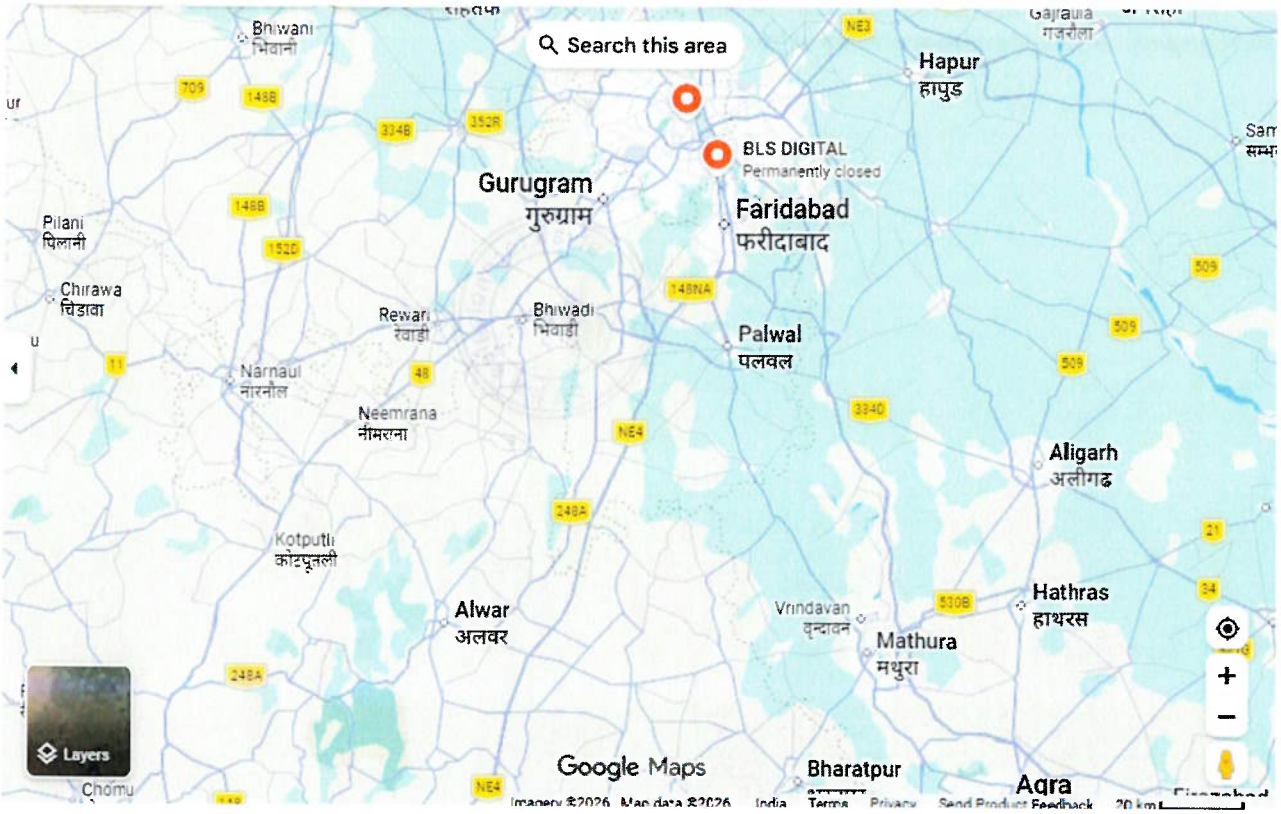
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ROUTE MAP FOR THE VENUE OF EXTRA -ORDINARY GENERAL MEETING NO.01/FY 2026-27 OF THE MEMBERS OF ATYATI TECHNOLOGIES PRIVATE LIMITED

Map Link: https://maps.app.goo.gl/eYveiLasUvVv1FeS6



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