NOTICE

Notice is hereby given that the 15th Annual General Meeting of **Novateur Electrical & Digital Systems Private Limited** will be held at Registered office of the Company at 61/62, 6th Floor, Kalpataru Square, Kondivita Road, Off Andheri Kurla Road, Andheri (E) Mumbai -400059 (Route Map Enclosed) on Thursday, the 25th of September 2025 at 05:00 p.m., at shorter notice, to transact the following businesses.

ORDINARY BUSINESS

1. **To receive, consider and adopt Standalone and Consolidated financial statements of the Company for the year ended 31st March 2025 together with reports of the Directors' and Auditors' thereon.**

2. **To declare dividend for the financial year ended 31st March 2025.**

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

> **"RESOLVED THAT** a dividend at the rate of INR 1.116/- (gross) per equity share, amounting to INR 1,600 mn approx. [i.e. INR 0.984/- (net of Taxes) per equity share, amounting to INR 1,410.867 mn. approx.] for the year ended 31st March 2025 be paid to shareholders in proportion to the paid-up value of the equity shares."

SPECIAL BUSINESS

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

Approval of Remuneration of Cost Auditor

"RESOLVED THAT pursuant to Sections 141, 148 and other applicable provisions, if any of the Companies Act, 2013, and rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force), the Company hereby approves and ratifies the remuneration of up to Rs. 1,45,000/- (Rupees One Lakh Forty-Five Thousand Only) plus applicable taxes and out of pocket expenses

payable to M/s. H Tara & Co., Cost Accountants, appointed as cost auditor of the Company for the financial year 2025-26."

By order of the Board of Directors
For **Novateur Electrical & Digital Systems Private Limited**

Place: Mumbai **Kanishek Vardhen**
Date: 25.09.2025 **Company Secretary**

NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY 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 and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/ authority, as applicable.

2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 of the accompanying notice is annexed hereto.

4. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.

Route Map of Venue of Annual General Meeting



ANNEXURE TO NOTICE

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Item No. 3

Approval of Remuneration of Cost Auditor

The Board of Directors of the Company at their meeting held on 25th September 2025 has appointed M/s. H Tara & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2025-26 at such fee and out of pocket expenses as may be mutually decided subject to the ratification of the said fees by the shareholders at the ensuing Annual General Meeting of the Company pursuant to Section 148 of the Companies Act, 2013 read with the applicable rules thereof.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company.

The Board considers remuneration up to Rs. 1,45,000/- (Rupees One Lakh Forty-Five Thousand Only) plus applicable taxes and out of pocket expenses payable to the cost auditor and recommends the resolution contained in item no. 3 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs are interested or concerned in the said resolution.

By Order of the Board of Directors
For Novateur Electrical & Digital Systems Pvt. Ltd.

Place: Mumbai **Kanishek Vardhen**
Date: 25.09.2025 **Company Secretary**