



Exato Technologies Limited

(Formerly Known as Exato Technologies Private Limited)

To,
All the members, directors and auditors,
Exato Technologies Limited.

Shorter Notice is hereby given that "03rd of 2025-26" Extra-Ordinary General Meeting (EGM) of the members of Exato Technologies Limited will be held on Saturday, the 08th day of November, 2025 at A-33, 02nd Floor, Sector-2, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301 at 05:00 P.M., to transact the following business:

SPECIAL BUSINESS:

1. To issue, offer and allot equity shares for cash on preferential basis and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 read with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Regulation 274 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and all other applicable provisions of any law (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable provisions of Articles of Association of the Company, and the valuation report dated 03/11/2025 obtained by the Company from CA Ishant Wadhwa, IBBI Registered Valuer having IBBI Registration No. IBBI/RV/06/2019/12168 and upon recommendation made by Board of Directors of the Company at its meeting held on 05.11.2025, consent of shareholders of the Company be and is hereby accorded to issue, offer and allot on preferential basis upto 1,75,000 (One Lakh and Seventy-Five Thousand) equity shares of face value Rs. 10/- (Rupees Ten Only) each at an Issue price of Rs. 140/- per Equity Share including a premium of Rs. 130/- (Rupees One Hundred and Thirty Only) per share, aggregating to Rs. 2,45,00,000/- (Rupees Two Crore and Forty-five Lakhs only), to the following persons as set out in the following manner:

Sr. No.	Name	No. of Shares upto which offer shall be made	Consideration (in Rs.)
1	Pritesh Pravinchandra Vora	14,286	20,00,040/-

2	Anil Kedia	14,286	20,00,040/-
3	Sanket Jain	5,357	7,49,980/-
4	Vinay Sarawgi	5,357	7,49,980/-
5	Vinay Jajodia	5,357	7,49,980/-
6	Santosh Kumar	5,357	7,49,980/-
7	Avora SME Fund 1	5,357	7,49,980/-
8	Ranjeeta Manwani	5,357	7,49,980/-
9	Ronak Subhash Jhaveri	3,572	5,00,080/-
10	Arush Ajay Agrwal	3,572	5,00,080/-
11	Ankur Toshniwal	5,357	7,49,980/-
12	Pragati Pandey	3,572	5,00,080/-
13	Vishal Chaudhary	3,572	5,00,080/-
14	Sarla Jain	3,572	5,00,080/-
15	IH Consultancy Services LLP	3,572	5,00,080/-
16	Ajaykumar Kishanlal Kedia	5,357	7,49,980/-
17	Neelu P Kedia	5,357	7,49,980/-
18	Deepak Kumar Kedia	5,357	7,49,980/-
19	Vijay Shyamsunder Bharadia	5,357	7,49,980/-
20	Rakesh Kantilal Rathod	3,572	5,00,080/-
21	Sharad Kumar Tripathi	3,572	5,00,080/-
22	Maheshkumar Tejraj Inani	3,571	4,99,940/-
23	Royal Alpha Opportunity Fund	12,857	17,99,980/-
24	Ankit Kumar Jain	3,571	4,99,940/-
25	Sachin Sodhi	3,571	4,99,940/-
26	Sachin D Jain	3,571	4,99,940/-
27	Vijay Kumar Agarwal	3,571	4,99,940/-
28	Poonam Omprakash Lala	3,571	4,99,940/-
29	Nikhil Bidawatka	3,571	4,99,940/-
30	Anshul Jain	1,429	2,00,060/-
31	Raoul Kapoor	3,571	4,99,940/-
32	Dina Bhavesh Mamnia	16,071	22,49,940/-
TOTAL		1,75,000	2,45,00,000/-

in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the Company hereby intimates all proposed subscribers to the Pre-IPO Placement, prior to allotment and as a condition to such participation, that there is **no assurance, commitment or guarantee** that the Company shall proceed

with an initial public offer ("IPO"), or that the IPO, if undertaken, will be successful or will result in listing of the equity shares on any stock exchange."

"RESOLVED FURTHER THAT in the event the Company does not proceed with the IPO or the IPO is not successful or listing does not occur for any reason whatsoever, the securities allotted as part of the Pre-IPO Placement shall remain subject to applicable lock-in and other regulatory requirements under applicable laws and no claim or recourse shall be available to the subscribers against the Company or its promoters in this regard."

"RESOLVED FURTHER THAT the aforementioned Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Board of Directors may make such modifications, variations or adjustments in the number of equity shares to be allotted to each of the proposed allottees at the time of allotment, as it may deem fit, in its absolute discretion."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment of the aforesaid shares, and to resolve and settle all questions and difficulties that may arise in the proposed issue /offer/allotment, including pricing, number of shares to be allotted, allotment of aforesaid shares, and to do all acts, deeds and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent/approval by the members shall be deemed to have been given."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

By order of the Board of Directors

For: Exato Technologies Limited



(Geeta Jain)

Company Secretary

Contact No. – 0120-3210402

Email Id – compliance@exato.ai

Date: 05.11.2025

Place: Noida

NOTES:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member.
2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 (Forty-eight) hours before the commencement of the meeting. The proxy form for the EGM is enclosed herewith.
3. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business set out in the accompanying notice is annexed.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company's registered office a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting not less than 48 (Forty-eight) hours before the commencement of the meeting.
5. During the period beginning 24 (Twenty-four) hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
6. Members / Proxies/ Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Relevant documents referred to in the Notice are open for inspection by the members at the Company's registered office on all working days during business hours up to the date of the EGM. The aforesaid documents will also be available for inspection by the members at the Meeting.
8. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Kfin Technologies Limited having its office at: Selenium Building,

Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032.

9. Route-map to the venue of the Meeting is provided at the end of the Notice.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out the material facts relating to the special business mentioned in the accompanying notice dated 05.11.2025:

Item No. 1

The Company has filed its Draft Red Herring Prospectus ("DRHP") with SME Platform of BSE Ltd. in connection with its proposed Initial Public Offering ("IPO"). In terms of the DRHP, the Company now proposes to undertake a Pre-IPO Placement by way of issue and allotment of equity shares on a preferential basis to a selected group of identified investors, in accordance with the applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended.

The Company has already obtained a Valuation report dated 03.11.2025 from CA Ishant Wadhwa, IBBI Registered Valuer having IBBI Registration No. IBBI/RV/06/2019/12168.

A Statement of disclosure as required under Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

S. No.	Particulars	Details
1.	Particulars of the offer including the date of passing of the Board Resolution	The Board at its meeting held on 05.11.2025, subject to approval of members approved the issuance of upto 1,75,000 (One Lakh and Seventy-Five Thousand) equity shares of face value Rs. 10/- (Rupees Ten Only) each at an Issue price of Rs. 140/- per Equity Shares including a premium of Rs. 130/- (Rupees One Hundred and Thirty

Only) per share, aggregating to Rs. 2,45,00,000/- (Rupees Two Crore and Forty-five Lakhs only), on preferential basis, to the following persons as set out in the following manner:

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1.	Pritesh Pravinchandra Vora	14,286	20,00,040/-
2.	Anil Kedia	14,286	20,00,040/-
3.	Sanket Jain	5,357	7,49,980/-
4.	Vinay Sarawgi	5,357	7,49,980/-
5.	Vinay Jajodia	5,357	7,49,980/-
6.	Santosh Kumar	5,357	7,49,980/-
7.	Avara SME Fund 1	5,357	7,49,980/-
8.	Ranjeeta Manwani	5,357	7,49,980/-
9.	Ronak Subhash Jhaveri	3,572	5,00,080/-
10.	Arush Ajay Agrwal	3,572	5,00,080/-
11.	Ankur Toshniwal	5,357	7,49,980/-
12.	Pragati Pandey	3,572	5,00,080/-
13.	Vishal Chaudhary	3,572	5,00,080/-
14.	Sarla Jain	3,572	5,00,080/-
15.	IH Consultancy Services LLP	3,572	5,00,080/-
16.	Ajaykumar Kishanlal Kedia	5,357	7,49,980/-
17.	Neelu P Kedia	5,357	7,49,980/-
18.	Deepak Kumar Kedia	5,357	7,49,980/-
19.	Vijay Shyamsunder Bharadia	5,357	7,49,980/-
20.	Rakesh Kantilal Rathod	3,572	5,00,080/-
21.	Sharad Kumar Tripathi	3,572	5,00,080/-
22.	Maheshkumar Tejraj Inani	3,571	4,99,940/-
23.	Royal Alpha Opportunity Fund	12,857	17,99,980/-
24.	Ankit Kumar Jain	3,571	4,99,940/-
25.	Sachin Sodhi	3,571	4,99,940/-
26.	Sachin D Jain	3,571	4,99,940/-
27.	Vijay Kumar Agarwal	3,571	4,99,940/-
28.	Poonam Omprakash Lala	3,571	4,99,940/-
29.	Nikhil Bidawatka	3,571	4,99,940/-
30.	Anshul Jain	1,429	2,00,060/-
31.	Raoul Kapoor	3,571	4,99,940/-
32.	Dina Bhavesh Mamnia	16,071	22,49,940/-

		TOTAL	1,75,000	2,45,00,000/-
2.	Objects of the Issue	The proceeds may be utilized for one or more of the following objects: (i) Funding the working Capital Requirement (ii) Investment in Product Development (iii) Repayment/prepayment of borrowings (iv) General Corporate Purposes		
3.	Kinds of securities offered and the price at which security is being offered	Equity shares at a price of Rs. 140/- (including premium of Rs. 130/-) per share		
4.	Total Number of Securities to be Issued	Upto 1,75,000 (One Lakh and Seventy-Five Thousand)		
5.	The Price or the Price band at/within which the allotment is proposed	Rs. 140/- (including premium of Rs. 130/-) per share.		
6.	Basis on which the price has been arrived at along with report of the registered valuer	Valuation Report dated 03.11.2025 issued by CA Ishant Wadhwa, IBBI Registered Valuer having IBBI Registration No. IBBI/RV/06/2019/12168.		
7.	Name and address of the valuer who performed the valuation	Name: CA Ishant Wadhwa Regd. Off: H. No. 6, Block 3, Geeta Colony, NCT of Delhi, Delhi-110031 IBBI Registration Number: IBBI/RV/06/2019/12168		
8.	Relevant date with reference to which the	30.09.2025		

	price has been arrived																		
9.	The class or classes of person to whom allotment is proposed to be made	Individual, Alternative Investment Fund and Body Corporate																	
10.	Intention of Promoter, Directors or Key managerial person to subscribe to the offer	None																	
11.	The Proposed time within which the allotment shall be completed	The prescribed time limit is 12 (twelve) months. However, the allotment shall be completed within 30 (thirty) days of passing Special Resolution by Shareholders of the Company i.e. on or before 07.12.2025.																	
12.	Material Terms of raising of such securities	Ranking pari-passu in all respects with the existing Equity Shares of the Company																	
13.	The Name of the proposed allottee and the percentage of post preferential Issue capital that may be held by them.	<table><tr><th>Name of Proposed Allottee</th><th>Percentage of post preferential issue Equity Capital</th></tr><tr><td>Pritesh Pravinchandra Vora</td><td>0.18%</td></tr><tr><td>Anil Kedia</td><td>0.18%</td></tr><tr><td>Sanket Jain</td><td>0.07%</td></tr><tr><td>Vinay Sarawgi</td><td>0.07%</td></tr><tr><td>Vinay Jajodia</td><td>0.07%</td></tr><tr><td>Santosh Kumar</td><td>0.07%</td></tr><tr><td>Avora SME Fund 1</td><td>0.07%</td></tr></table>		Name of Proposed Allottee	Percentage of post preferential issue Equity Capital	Pritesh Pravinchandra Vora	0.18%	Anil Kedia	0.18%	Sanket Jain	0.07%	Vinay Sarawgi	0.07%	Vinay Jajodia	0.07%	Santosh Kumar	0.07%	Avora SME Fund 1	0.07%
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Santosh Kumar	0.07%																		
Avora SME Fund 1	0.07%																		

	Ranjeeta Manwani	0.07%
	Ronak Subhash Jhaveri	0.05%
	Arush Ajay Agrwal	0.05%
	Ankur Toshniwal	0.07%
	Pragati Pandey	0.05%
	Vishal Chaudhary	0.05%
	Sarla Jain	0.05%
	IH Consultancy Services LLP	0.05%
	Ajaykumar Kishanlal Kedia	0.07%
	Neelu P Kedia	0.07%
	Deepak Kumar Kedia	0.07%
	Vijay Shyamsunder Bharadia	0.07%
	Rakesh Kantilal Rathod	0.05%
	Sharad Kumar Tripathi	0.05%
	Maheshkumar Tejraj Inani	0.05%
	Royal Alpha Opportunity Fund	0.17%
	Ankit Kumar Jain	0.05%
	Sachin Sodhi	0.05%
	Sachin D Jain	0.05%
	Vijay Kumar Agarwal	0.05%
	Poonam Omprakash Lala	0.05%
	Nikhil Bidawatka	0.05%
	Anshul Jain	0.02%
	Raoul Kapoor	0.05%
	Dina Bhavesh Mamnia	0.21%

14.	The change in control, if any, in the company that would occur consequent to the Preferential Issue	There will be no change of Control in the company post Preferential Issue.
15	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	No shares have been issued on preferential basis during the current financial year. However, the Company had allotted 1062 shares on preferential basis to 12 (twelve) shareholders on 29.03.2025 at an issue price of Rs. 56,520/- per share.
16	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
17.	The pre-issue and post issue shareholding pattern of the company in the following format: <u>(A) Preference Shares</u> – There are no preference shareholders in the Company <u>(B) Equity Shares</u>	

Sl. No.	Category	Pre-issue		Post-Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters holding				
1	Indian				
	Individual	59,08,924	77.59	59,08,924	75.85
	Body Corporate	Nil	Nil	Nil	Nil
	Sub-total	59,08,924	77.59	59,08,924	75.85
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub-Total (A)	59,08,924	77.59	59,08,924	75.85
B	Non-Promoters' Holding				
1	Institutional Investors	88,160	1.16	1,06,374	1.37
2	Non- Institutional Investors				
	Private Corporate Bodies	5,08,573	6.68	5,12,145	6.57
	Directors and Relatives	Nil	Nil	Nil	Nil
	Indian Public	7,46,054	9.80	8,99,268	11.54
	Others [Including Non-Residents NRIs]	3,63,660	4.78	3,63,660	4.67
	Sub-Total (B)	17,06,447	22.41	18,81,447	24.15
	GRAND TOTAL	76,15,371	100	77,90,371	100

In accordance with the provision of Section 42 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, a Company offering or making an invitation to subscribe to securities on a preferential allotment basis, is required to obtain prior approval of the members by way of special resolution.

The approval of the members is accordingly being sought by way of special resolution under section 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 made there under.

Board of Directors of the Company at its meeting held on 05.11.2025 has approved and recommended for aforesaid preferential issue and seek approval of the shareholders of the Company by way of special resolution.

None of the Director, key managerial personnel or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the resolution.

By order of the Board of Directors

For: Exato Technologies Limited



(Geeta Jain)

Company Secretary

Contact No. – 0120-3210402

Email Id – compliance@exato.ai

Date: 05.11.2025

Place: Noida

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: U74999UP2016PLC228280

Name of the company: Exato Technologies Limited

Registered office: A-33, 02nd Floor, Sector – 2, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301

Name of the member (s):

Registered address:

E-mail ID:

Folio No.

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. 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 '03rd of 2025-26' Extra-Ordinary General Meeting (EGM) of the Company, to be held on Saturday, the 08th day of November, 2025 at 05:00 P.M. at registered office of the Company situated at A-33, 02nd Floor, Sector - 2, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1.	To issue, offer and allot equity shares for cash on preferential basis			

Signed this..... day of..... 2025

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the "for, against or abstain" column blank against the resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

ATTENDANCE SLIP

'03rd of 2025-26' Extra-Ordinary General Meeting (EGM) of Exato Technologies Limited held on Saturday, the 08th day of November, 2025 at 05:00 P.M. at A-33, 02nd Floor, Sector - 2, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301.

Registered Folio No.: _____

Name of the *member/proxy: _____

Number of shares held: _____

I certify that I am a *member/proxy for the member of the Company.

I hereby record my presence at the '03rd of 2025-26' Extra-Ordinary General Meeting (EGM) of Exato Technologies Limited held on Saturday, the 08th day of November, 2025 at 05:00 P.M. at A-33, 02nd Floor, Sector - 2, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301.

Signature of the *member/proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the EGM.

*Strike-off whichever is not applicable

