

EXATO TECHNOLOGIES LIMITED
(Formerly known as Exato Technologies Private Limited)
CIN: L74999UP2016PLC228280
Regd. Office: Pinnacle Tower, Plot No. 8, Second Floor, Sector 142, Nepz Post Office, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201305

Tel. No. 0120- 5240277**, E-mail:** compliance@exato.ai
Website: https://www.exato.ai

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (LODR) Regulations, 2015)

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and circulars issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated May 05, 2020 read in conjunction with Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as the "Circulars") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking the approval of the Shareholders of Exato Technologies Limited ("Company") for the business set out hereunder through Postal Ballot by remote electronic voting process (remote e-voting).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (the "Board") at its meeting held on November 14, 2026 has appointed CS Nirbhay Kumar (M. No.: F11946, C.P. No.: 7887), Proprietor, M/s. Nirbhay Kumar and Associates, Practicing Company Secretaries, New Delhi, having Peer Review Certificate Number 2441/2022, as Scrutinizer for conducting the Postal Ballot through e-voting process in accordance with the law in a fair and transparent manner. The Scrutinizer's decision on the validity of postal ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the Circulars, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting.

Pursuant to Section 108 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Limited, Registrar and Transfer Agents of the Company (KFintech or RTA), as the agency to provide e-Voting facility for its Shareholders. Shareholders are advised to update their mobile number and e-mail ID with their respective Depository Participants (DPs) in order to access e-voting facility.

Shareholders are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility which is available at the link: https://evoting.kfintech.com and commences from Tuesday, November 24, 2026 at 09:00 A.M. (IST) and concludes on Wednesday, December 23, 2026 at 05:00 P.M. (IST). E-Voting module shall be disabled by KFintech for voting thereafter. Shareholders desiring to exercise their votes are requested to carefully read the information and instructions relating to e-voting provided in the notes to this notice.

The Scrutinizer shall submit his report to the Chairman & Managing Director of the Company after completion of scrutiny of the remote e-voting and the Voting Results shall be declared on or before Friday, December 25, 2026 and thereafter the same (along with Scrutinizer's Report) will be communicated to the Stock Exchange at which the shares of the Company are listed i.e. BSE Limited at https://www.bseindia.com/ . The results will also be available on the website of the Company at https://www.exato.ai and on the website of KFintech at https://evoting.kfintech.com.

SPECIAL BUSINESS:

Item No. 1: To consider and approve the Exato Technologies Limited Employees' Stock Option Scheme – 2026:

To consider and if thought fit, pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), ["Companies Act"], Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations, 2021"], relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded for approval of Exato Technologies Limited Employees' Stock Option Scheme – 2026 ("Scheme") and the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to mean the Board of Directors of the Company for the time being and reconstituted and/or re-structured from time to time during the existence of this Scheme) and/or any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution be and is hereby authorised to create, offer, grant, issue and allot under the Scheme, in one or more tranches, not exceeding 2,01,310 (Two Lakh One Thousand Three Hundred and Ten) Employee Stock Options ("Options") (or such other adjusted figure for any bonus issue, right issue, splits of shares or consolidations of shares of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company, and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time ("Eligible Employees"), exercisable into 2,01,310 (Two Lakh One Thousand Three Hundred and Ten) Equity Shares ("Equity Shares") of Face Value of Rs. 10/- (Rupees Ten Only) each, on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme**."**

"RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme**."**

"RESOLVED FURTHER THAT the Scheme shall be implemented through Direct Route for extending the benefits to the eligible employees by way of fresh allotment of equity shares by the Company**."**

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari–passu in all respects with the then existing Equity Shares of the Company**."**

"RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein**."**

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price, in a fair and reasonable manner, in accordance with the Scheme**."**

"RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee, designated as the Compensation Committee for the purposes of the Scheme, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof**."**

"RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Scheme and generally for giving effect to these resolutions, Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, including, but not limited to, filing of necessary forms with appropriate authorities, admission of Equity Shares allotted under the Scheme with the depositories, etc. and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any

executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard**."**

By order of the Board of Directors
For Exato Technologies Limited

Sd/-
(Geeta Jain)
Company Secretary & Compliance Officer
Membership No. A13938

Date: November 14, 2026
Place: Noida

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, the rules made thereunder, the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, setting out all material facts and reasons in respect of the Special Business set out in Item No. 1 of this Postal Ballot Notice is annexed herewith.

2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the rules made thereunder and circulars issued by the Ministry of Corporate Affairs, Government of India, the Company is permitted to conduct the postal ballot process through electronic form. In accordance with the Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of Listing Regulations and as per the guidelines issued by the Ministry of Corporate Affairs vide Circulars, the Notice is being sent in electronic mode through e-mail only to all those shareholders whose names appear on the Register of Members/list of Beneficial Owners, as applicable, as on Friday, November 13, 2026 (Cut-off Date) and whose e-mail addresses are registered with the Company or Depository Participant/Depository/RTA.

3. This Postal Ballot Notice shall also be available on the website of the Company at https://www.exato.ai, the website of the Stock Exchange on which the Equity Shares of the Company are listed i.e. BSE Limited and the website of RTA of the Company. The availability of this Notice on the Company's website at https://www.exato.ai and on the website of the Stock Exchange, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

4. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Cut-off Date i.e. Friday, November 13, 2026 shall be considered for the purpose of remote e-Voting.

5. Voting rights of a Shareholder/beneficial owner shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.

6. Shareholders are requested to register/update their KYC details including email address with the relevant Depository Participants.

7. The Resolution, if approved, by the Shareholders by means of Postal Ballot through remote e-Voting is deemed to have been passed at a General Meeting of the Shareholders and the last date of the remote e-Voting i.e. December 23, 2026 shall be the date on which the resolution shall be deemed to have been passed.

8. All the material documents referred to in the Explanatory Statement under Section 102 of the Companies Act, 2013 and rules made thereunder shall be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice until the last date for receipt of votes by remote e-voting.

9. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Shareholders are required to communicate their assent or dissent through the remote e-voting system only.

   For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held.

10. In compliance with the Circulars referred above, Regulation 44 of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Rules, as amended, the Company has engaged the services of KFintech as the agency to provide e-Voting facility. Instructions for e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

11. Voting is being done on electronic platform only, therefore, a member cannot exercise his vote by proxy on postal ballot. There will be only one login for every Folio/DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

    All the Shareholders are requested to cast their votes only through remote e-Voting as per the procedure provided in Notes below.

12. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution/authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nirbhaykumar77@gmail.com with a copy marked to evoting@kfintech.com.

13. 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.

14. The Board of Directors of the Company (the Board) at its meeting held on November 14, 2026 has appointed CS Nirbhay Kumar (M. No.: F11946, C.P. No.: 7887), Proprietor, M/s. Nirbhay Kumar and Associates, Practicing Company Secretaries, New Delhi,

having Peer Review Certificate Number 2441/2022, as the Scrutinizer for conducting the Postal Ballot through e-voting process in accordance with the law in a fair and transparent manner. The Scrutinizer's decision on the validity of postal ballot shall be final.

15. The results of the voting by Postal Ballot/e-Voting shall be announced on or before Friday, December 25, 2026 and shall be submitted to BSE Limited (Stock Exchange) where the equity shares of the Company are listed within the prescribed timeframe.

16. The results of the Postal Ballot shall also be displayed on the Company's website at https://www.exato.ai and on the website of KFintech at https://evoting.kfintech.com/.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the Cut-Off date will be entitled to vote.

18. **Procedure for e-Voting:**

a. E-VOTING FACILITY:

i. In compliance with the provisions of Sections 110 and 108 of the Act read with the Rules, SS-2 and Regulation 44 of the Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ("e-voting") on the e-voting platform provided by KFin to enable them to cast their votes electronically.

ii. The e-voting facility will be available during the following period:
- Commencement of e-voting: 09:00 A.M. (IST) on Tuesday, November 24, 2026
- End of e-voting: 05:00 P.M. (IST) on Wednesday, December 23, 2026

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall forthwith be disabled by KFintech upon expiry of the aforesaid period.

b. The details of the process and manner for e-voting are explained herein below:

I. Login method for e-voting for Individual shareholders holding securities in demat mode:

Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with

the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs 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	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under **"Login"** which is available under **"IDeAS"** section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-

	voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held 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. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi. 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com, proceed with completing the required

	fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., **KFintech.**
Individual Shareholders (holding securities in demat mode) logging in through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider-KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important Note: Members who are unable to retrieve User ID/Password are advised to use 'Forgot User ID' and 'Forgot Password' options available at respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:	
Members facing any technical issue – NSDL	**Members facing any technical issue – CDSL**
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or by calling on toll free no.: 022 - 4886 7000 and 022 - 2499 7000.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or by calling on 1800 22 55 33.

II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode:

1. Initial password is provided in the body of the e-mail.

2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

4. After entering the details, click on LOGIN.

5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.

7. On successful login, the system will prompt you to select the EVENT, i.e., Exato Technologies Limited

8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.

10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at nirbhaykumar77@gmail.com and may also upload the same in the e-voting module in their login.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

Shareholders are requested to note the following contact details for addressing e-voting/postal ballot related grievances:

Mrs. Sharmila Hemant Amin,
AVP – Corporate Registry
KFin Technologies Limited
Selenium, Tower-B Plot Nos. 31 and 32,
Financial District, Nanakramguda, Serilingampally
Hyderabad, Rangareddi – 500 032
Toll-free No.: 1800-309-4001
(from 09:00 A.M. IST to 06:00 P.M. IST on all working days)
E-mail: einward.ris@kfintech.com

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 Postal Ballot Notice dated November 14, 2026:

Item No. 1:

Equity-based remuneration provides an opportunity to align the personal goals of employees with the organizational objectives of the Company by enabling them to participate in its ownership. The Company recognises the importance of enhancing employee engagement, rewarding employees for their association and performance, and motivating them to contribute towards the growth and profitability of the Company.

With a view to rewarding and retaining employees and creating a sense of ownership and participation amongst them, it is proposed to adopt the 'Exato Technologies Limited Employees' Stock Option Scheme – 2026' **("Scheme"),** subject to the approval of the Shareholders of the Company and such other approvals as may be required under applicable laws.

Pursuant to Section 62(1)(b) of the Companies Act, 2013, a company may issue shares to its employees under an Employees' Stock Option Scheme, subject to approval of the shareholders by way of a Special Resolution and in compliance with the applicable provisions. Further, in terms of Rule 12(11) of the Companies (Share Capital and Debentures) Rules, 2014, where the equity shares of a company are listed on a recognised stock exchange, its Employees' Stock Option Scheme shall be implemented in accordance with the regulations made by the Securities and Exchange Board of India in this regard, namely, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations, 2021").

Pursuant to Regulation 3 of the SEBI (SBEB & SE) Regulations, 2021, a company may implement an Employees' Stock Option Scheme either directly or by setting up an irrevocable trust. At present, the Scheme is proposed to be implemented through the Direct Route, whereby the Options shall be settled by way of fresh issue and allotment of equity shares by the Company to the eligible employees upon exercise of the vested Options.

The said Scheme envisages the creation of a pool of 2,01,310 (Two Lakh One Thousand Three Hundred and Ten) Employees' Stock Options ("Options"), equivalent to

approximately 2% (Two Percent) of the present paid-up equity share capital of the Company, as on October 31, 2026 and on the date of this notice, amounting to Rs. 10,06,53,710/- (Rupees Ten Crore Six Lakh Fifty-Three Thousand Seven Hundred and Ten Only), comprising 1,00,65,371 equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each, wherein each Option shall entitle the eligible employee to apply for one equity share of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each, upon valid exercise of such Option and fulfilment of the prescribed terms and conditions.

Regulation 5 of the SEBI (SBEB & SE) Regulations, 2021 requires a company to constitute a Compensation Committee for the administration and superintendence of its Employees' Stock Option Scheme. The said regulation also permits a company to designate its Nomination and Remuneration Committee, constituted in accordance with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as its Compensation Committee.

Further, Regulation 6(1) of the SEBI (SBEB & SE) Regulations, 2021 provides that no scheme shall be offered to employees of a company unless the shareholders of the Company approve it by passing a special resolution in the general meeting.

The Nomination and Remuneration Committee of the Company ("Committee") at its meeting held on November 14, 2026, considered and recommended the Exato Technologies Limited Employees' Stock Option Scheme – 2026 ("Scheme") to the Board of Directors of the Company. Subsequently, the Board at its meeting held on November 14, 2026, considered and approved the Scheme and recommended the same to the shareholders of the Company for their approval by way of Special Resolution.

Upon approval of the Scheme by the shareholders, the Nomination and Remuneration Committee shall be designated as the Compensation Committee for the purpose of monitoring, administering, superintending and implementing the Scheme in accordance with the provisions of the SEBI (SBEB & SE) Regulations and the terms of the Scheme.

In accordance with Regulation 12(3) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company shall obtain the in-principle approval of the recognised stock exchange prior to making any grant of Options under the Scheme.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. Brief Description of the Scheme:

The Scheme shall be called the Exato Technologies Limited Employees' Stock Option Scheme – 2026 ***("Scheme")***.

The purpose of the Scheme:

a) To reward the contributions and performance of Employees who have contributed towards the growth, operational excellence and success of the Company.

b) To motivate Employees to achieve higher levels of performance and contribute towards improved operational efficiency, service quality, profitability and overall business outcomes of the Company.

c) To provide Employees with an opportunity for wealth creation linked to the sustained growth and value creation of the Company.

d) To retain the employees and reduce the attrition rate of the Company.

e) To foster a greater sense of ownership, commitment, and accountability among employees and align their interests with the long-term objectives of the Company.

2. Total number of Options to be offered and granted:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 2,01,310 (Two Lakh One Thousand Three Hundred and Ten) Options which shall be convertible into an equal number of Shares not exceeding 2,01,310 (Two Lakh One Thousand Three Hundred and Ten) Equity Shares having Face Value of Rs. 10/- (Rupees Ten Only) each.

If any Option granted under the Scheme lapses or is forfeited or surrendered or cancelled under any provision of the Scheme, such Option shall be added back to the pool and shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Options that can be Granted and the Shares arising upon Exercise of these Options shall stand adjusted in case of Corporate Action.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

a) An Employee as designated by the Company, who is exclusively working in India or outside India; or

b) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director;

but does not include:

i. An Employee who is a Promoter or a person belonging to the Promoter Group; or

ii. A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.

Provided that the Employees falling under the following categories shall not be eligible to participate in the Scheme:

a) Who are currently under suspension;

b) The Employees who have submitted their resignation or are serving their notice period;

c) Employees who have received disciplinary notices regarding the termination of their employment due to unauthorized absence.

4. Requirements of Vesting and period of Vesting:

Vesting Period shall commence after a period of 1 (One) year from the Grant Date and shall extend up to a maximum period of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

5. Maximum period (subject to regulation 18(1) of these regulations) within which the options shall be vested:

The Options granted under the Scheme shall vest in the hands of the Grantee within a maximum period of 5 (Five) years from grant date, subject to the vesting conditions specified under the Scheme.

Vesting of Options would be subject to the following:

a) continued/uninterrupted employment with the Company – The Grantee must remain continuously employed with the Company, without having submitted the resignation/received termination or being in a notice period;

b) Achievement of minimum performance rating/criteria or such other equivalent performance standard as may be specified in the Grant Letter.

c) Any other criteria as decided by the Committee and mentioned in the Grant Letter.

6. Exercise price, or pricing formula:

Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

The Committee has the power to provide suitable discount on price arrived above. However, in any case the Exercise Price shall not be more than the Market Price and shall not be less than the face value of the Share of the Company.

7. Exercise period and the process of Exercise:

After Vesting, Options can be exercised wholly or partly, within a maximum Exercise Period of 3 (Three) years from the date of respective Vesting, after submitting the Exercise Application along with payment of the Exercise Price, applicable taxes and other charges, if any, during the Exercise Window as intimated from time to time to the Grantee by the Committee.

The Committee shall open an Exercise Window during the overall Exercise Period at such intervals as it may deem necessary, and the same shall be communicated to the eligible Grantees to enable them to submit their Exercise Application in accordance with the provisions of the Scheme.

Failure to Exercise Options within this time period shall result in lapse of Vested Options in the hands of the Grantee and shall be added back to the pool. The said lapsed Options shall then be treated as per the Scheme.

The mode and manner of the Exercise shall be communicated to the Grantee individually.

8. Appraisal process for determining the eligibility of the Employees for the scheme:

The Committee may, based on all or any of the below-mentioned criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be granted and the terms and conditions thereof: -

- **Loyalty:** It will be determined based on the tenure of employment of an Employee in the Company.
- **Performance:** Employee's performance during the financial year based on the parameters decided by the Committee/Board.
- **Designation/Grade/Role:** Employee's designation/grade/role as per the HR Policy of the Company.
- The present and potential contribution of the Employee to the success of the Company.

- High market value/difficulty in replacing the Employee.
- Criticality of the human resources.
- High risk of losing the Employee to competition and
- Value addition by the new entrant, if any.

The Employees satisfying the Eligibility Criteria shall be termed as "Eligible Employees".

New joinees can also participate in the Scheme and can be granted Options based upon the discretion of the Committee.

9. Maximum number of Options to be offered and issued per employee and in aggregate, if any:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 2,01,310 (Two Lakh One Thousand Three Hundred and Ten) Options which shall be convertible into an equal number of Shares not exceeding 2,01,310 (Two Lakh One Thousand Three Hundred and Ten) having Face Value of Rs. 10/- (Rupees Ten Only) each.

The maximum number of Options that can be granted and the number of Shares arising upon Exercise of these Options shall stand adjusted in case of Corporate Action.

Further, subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that may be provided to every Eligible Employee under the Scheme will be the difference between the market value of the Company's Share as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by way of fresh allotment of equity shares by the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme involves new issue of Equity Shares by the Company.

13. Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. Method which the Company shall use to value its Options:

The Company shall comply with the requirements of applicable Accounting Standards/Guidance Note on Accounting for Share-based Payments and shall use the fair value method/ appropriate valuation methodology to value its Options.

17. Statement with regard to Disclosure in Directors' Report:

As the Company is adopting fair value method, presently there is no requirement to make disclosure pertaining to the intrinsic value method in Directors' Report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ***("EPS")*** of the company shall also be disclosed in the Directors' Report.

18. Period of lock-in:

The Shares allotted to the Grantees pursuant to Exercise of Options shall be subject to no lock-in period from the date of allotment. The Grantee shall be free to sell the Shares in compliance with the applicable laws.

19. Terms & conditions for buyback, if any, of ~~specified securities/~~ Options covered under the regulations:

The Committee has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board of Directors recommends the resolution set out at **Item No. 1** for approval of the Shareholders as a Special Resolution.

None of the Directors, Manager or Key Managerial Personnel of the Company and any relatives of such Director, Manager, or Key Managerial Personnel are in any way concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options that may be granted under the Scheme.

Exato Technologies Limited Employees' Stock Option Scheme – 2026 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

By order of the Board of Directors
For Exato Technologies Limited

Sd/-
(Geeta Jain)
Company Secretary & Compliance Officer
Membership No. A13938

Date: November 14, 2026
Place: Noida