

P. E. ANALYTICS LIMITED

CIN: L70102DL2008PLC172384

Regd. Office: D-4 COMMERCIAL COMPLEX, PASCHIMI MARG VASANT VIHAR, NEW DELHI –
110057,INDIA.

Phone: +91-9810111697 ; **E-Mail:** samir@propequity.in, **Website:** <https://www.propequity.in/>.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“EGM”) of the shareholders of P. E. Analytics Limited (the “Company”) will be held on June 12, 2026 (Friday), through Video Conferencing (“VC”) facility / Other Audio Visual Means (“OAVM”) to consider and transact the following business:

Special Business:

- 1. TO CONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO THE NON-PROMOTER CATEGORY.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 as amended (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act, rules and regulations made thereunder (including any statutory modification(s)/ amendment(s) or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), including Regulation 31B, Foreign Exchange Management Act, 1999, as amended, (“FEMA”), and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued from time to time by Securities and Exchange Board of India (“SEBI”), and/or the National Stock Exchange of India Limited (“NSE”) (“Stock Exchange”), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI, the Reserve Bank of India (“RBI”) or any other statutory or regulatory authority (hereinafter such authorities “Governmental Authorities”, and such laws collectively referred to as “applicable laws”), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, if applicable and as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned Governmental Authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of directors duly constituted or to be constituted to exercise powers, conferred on the Board by this resolution), the consent and approval of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, 3,97,800 (Three Lakh Ninety-Seven Thousand Eight Hundred) equity shares of face value of INR 10/- (Indian Rupees Ten only) each (“Equity Shares”) at an issue price of INR 201/- (Indian Rupees Two Hundred and One Only) per underlying Equity Share which includes a premium of INR 191 (Indian Rupees One Hundred Ninety One Only) per Equity Share not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to INR

7,99,57,800/- (Indian Rupees Seven Crore Ninety-Nine Lakh Fifty-Seven Thousand Eight Hundred Only) for cash consideration, to following person (“**Proposed Allottee**”) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations (“**Preferential Issue**”):

Sr. No.	Name	Type of Proposed Allottee (Individual/ Body Corporate /HUF etc.)	Category of Proposed Allottee (Promoter/ Public)	Proposed number of Equity Shares to be allotted	Consideration at ₹201/- per equity share (including premium of ₹191/- per equity share)
1.	HDFC Capital Advisors Limited	Body Corporate	Non-promoter	3,97,800	7,99,57,800
Total				3,97,800	7,99,57,800

RESOLVED FURTHER THAT the Relevant Date, as per Regulation 161(a) of Chapter V of SEBI ICDR Regulations, as amended up to date, for the determination of the issue price of the Equity Shares is taken to be 13th May, 2026 (Wednesday) (“**Relevant Date**”) being the date which is 30 days prior to the date of Extraordinary General Meeting (“**EGM**”) i.e. Friday, 12th June, 2026.

RESOLVED FURTHER THAT aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. The consideration for allotment of Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottee only.
2. The price of the Equity Shares shall be determined in accordance with Regulation 164 of the SEBI ICDR Regulations, and shall be subject to appropriate adjustments, if any, as permitted under the rules, regulations and laws, as applicable from time to time.
3. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend declared and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
4. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee only in dematerialized form within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders of the Company, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Governmental Authorities , the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or within such further period(s) as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Governmental Authorities etc.
5. The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
6. The Equity Shares to be offered/issued and allotted under the Preferential Issue shall be subject to lock in for such period as provided under Regulation 167 of Chapter V of SEBI ICDR Regulations.
7. The Equity Shares to be allotted to the Proposed Allottee shall be listed on the Stock Exchange, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

8. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept and make such modification(s) to the terms and conditions of the issue as may be required by Governmental Authorities or as it may deem fit, without requiring any further approval of the shareholders of the Company, subject to compliance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT Mr. Samir Jasuja, Managing Director of the Company, and/or Ms. Hritika Verma, Company Secretary and Compliance Officer of the Company be and are hereby, severally, authorized on behalf of the Company to do all such acts, deeds, matters and things as may, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any Governmental Authorities involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchange(s) for obtaining in-principle approval; listing of shares; filing requisite documents with the MCA, Registrar of Companies, and/or any other Governmental Authorities; filing of requisite documents with the depositories; open one or more bank accounts in the name of the Company; negotiate, sign and execute all agreements including an appropriate share subscription agreement and/or shareholders' agreement, deeds, memoranda, undertakings, instruments, papers, writings or other documents, as may be required including, without limitation, private placement offer letters in PAS-4 (along with the application forms), expressions of interest, letters of intent and/or commitment letters, resolve and settle any questions and difficulties that may arise in the Preferential Issue; issue and allotment of the Equity Shares; utilisation of proceeds of the Preferential Issue and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

2. TO CONSIDER AND APPROVE THE GRANT OF SPECIAL RIGHTS TO HDFC CAPITAL ADVISORS LIMITED (“HCAL”) AND APPROVE THE AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO INCORPORATE THE SPECIAL RIGHTS

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

“**RESOLVED THAT** in accordance with the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 (“**Act**”), read with applicable rules and regulations made thereunder and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), including Regulation 31B thereof, and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued from time to time, by any applicable governmental or regulatory authority, and applicable provisions of the Memorandum of Association and Articles of Association of the Company, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, the consent of the shareholders of the Company, be and is hereby accorded to the Company, including in connection with the proposed investment by HDFC Capital Advisors Limited (“**HCAL**”) in the Preferential Issue of Equity Shares by the Company, to grant, confer and give effect to the following rights proposed to be granted to HCAL, which are in the nature of customary non-controlling minority protection rights and which may constitute special rights for the purpose of Regulation 31B of SEBI LODR Regulations (“**Special Rights**”):

- I. *Notwithstanding anything to the contrary (including in any agreement and/or articles of association), with effect from completion of allotment of the Equity Shares pursuant to the Preferential Issue, and subject to the Fallaway Threshold (as defined below), the Company shall not, directly or indirectly, undertake, authorize or commit to do any of the following actions or matters (whether in a single transaction or as part of a series of connected transactions), without the prior written consent of HDFC Capital Advisors Limited (“**HCAL**”):*
 - (i) *The Company and/ or PropEdge Valuations Private Limited (“**PropEdge**”) entering into, modifying, varying, renewing or terminating any transaction with a related party (including persons or entities that would be considered related parties as per the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), and/or any Affiliates of the promoter/ promoter group of the Company), excluding (a) any related party transaction existing prior to the grant of this right (except any modification of the terms of any such existing related party transaction), and (b) any related party transaction undertaken in the Ordinary Course of Business or on an arm’s length basis;*
 - (ii) *any divestment, transfer, or dilution of shareholding in PropEdge resulting in the Company’s shareholding in PropEdge falling below 51% (fifty one percent) of the total issued and paid-up share capital of PropEdge, calculated on a fully diluted basis.*
 - (iii) *commence or undertake any steps for the merger, amalgamation restructuring, scheme of arrangement and/or consolidation, winding up or liquidation of the Company and/or PropEdge;*
 - (iv) *amendment to the memorandum of association and / or articles of association of the Company that adversely affects the rights of HCAL;*
 - (v) *alteration of any rights attached to any class of securities (including preference shares, debentures, warrants and securities convertible into equity shares of the Company) of the Company that adversely affects the rights of HCAL;*
 - (vi) *delisting (voluntary, compulsory or otherwise) of the equity shares of the Company from any stock exchange;*
 - (vii) *any change in the nature, scope, or conduct of the business of the Company and/or its subsidiaries which would result in approval of any regulatory or governmental authority being required in respect of the investment by HCAL and/or its Affiliates in the Company and/or its subsidiaries or impose any restrictions on HCAL or its Affiliates under the Foreign Exchange*

Management Act, 1999 (“**FEMA**”) or the rules, regulations, notifications, circulars and directions issued thereunder, each amended from time to time.

- (viii) *transfer or otherwise dispose of, directly or indirectly (including to assign, license, sublicense, encumber, create any security interest over), all or substantially all of the Company and/ or PropEdge’s intellectual property rights to any person.*
- (2) *Notwithstanding anything to the contrary, the rights set forth in sub-Article 1 above, (a) may be assigned, transferred or exercised jointly by HCAL and/or its Affiliates holding equity shares of the Company, without the prior consent of the Company or any other person, and (b) shall subsist and remain in full force and effect so long as HCAL and/or its Affiliates hold, directly or indirectly, 50% (fifty percent) of the equity shares issued to HCAL pursuant to the Preferential Issue, subject to adjustment for any share splits, consolidation, subdivision, or other similar changes in shareholding structure of the Company (“**Fall-Away Threshold**”).*
- (3) *For the purpose of sub-Article 1 and sub-Article 2 above, the following terms shall have the meaning set forth below in respect of such terms:*
- (a) *“**Affiliate**” in respect of: (i) any person or entity, other than a natural person, means any other person or entity that directly or indirectly, through one or more intermediate person or entity, Controls, is Controlled by, or is under the common Control with such Party; or (ii) in case of parties who are natural persons, includes any siblings, direct descendants (including adopted children or grandchildren), parent, grandparent or spouse of such person and siblings or direct descendants of the foregoing (each a “**Family Member**”) and any entities Controlled by or maintained for the benefit of such Family Members (whether acting jointly or separately).*
- (b) *“**Control**” shall mean with respect to a person (other than a natural person): (a) direct or indirect ownership of more than 50% of the voting securities of such person or equivalent voting interests; (b) the right to nominate or appoint, or cause the nomination or appointment of, more than 50% of the members of the board of directors (or similar governing or supervisory body) of such person; or (c) manage, or direct the management of, or business and policies of such person, and, for the avoidance of doubt, a general partner is deemed to Control a limited partnership and a fund advised or managed directly or indirectly by a person shall also be deemed to be Controlled by such person, (and the terms “**Controlling**” and “**Controlled**” shall have meanings correlative to the foregoing);*
- (c) *“**Ordinary Course of Business**” shall mean an action, event or circumstance that is recurring in nature and is taken in the ordinary course of normal day-to-day operations and business, and is in compliance with applicable laws and consistent with past practice and existing policies;*
- (d) *“**Preferential Issue**” means the preferential issue to HCAL on private placement basis, of 3,97,800 (Three Lakh Ninety-Seven Thousand Eight Hundred) equity shares of face value of ₹10/- (Rupees Ten only) each of the Company at an issue price of ₹201/- (Indian Rupees Two Hundred and One Only) including premium of ₹ 191 (Indian Rupees One Hundred Ninety One Only) per equity share.”*

RESOLVED FURTHER THAT the consent of the shareholders of the Company is hereby accorded, to Mr. Samir Jasuja, Managing Director of the Company and Ms. Hritika Verma, Company Secretary and Compliance Officer of the Company to negotiate, finalize, execute, deliver and perform an appropriate agreement with HCAL to grant such Special Rights (“**SR Agreement**”), in a form and manner (including any modifications thereto that may be deemed appropriate to give effect to the Special Rights without materially modifying the nature of the Special Rights, as may be determined in their absolute discretion, without any further shareholder approval being required) deemed necessary or expedient to grant, confer and give effect to the Special Rights, and to incorporate such rights into the Articles of Association of the Company through an appropriate amendment(s) thereto, as applicable, in accordance with the Act and Regulation 31B of the SEBI LODR Regulations and any other applicable laws, as may be required in connection with the foregoing.

RESOLVED FURTHER THAT Mr. Samir Jasuja, Managing Director of the Company and Ms. Hritika Verma, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may deem necessary or desirable for such purpose and for the purpose of

giving effect to this resolution, including to (i) discuss, amend, modify, approve and finalise the draft of the SR Agreement and the amendment to the Articles of Association of the Company, and (ii) do all such acts, matters, things and deeds that may be required for the purpose of giving effect to the foregoing resolutions and to take all other steps which may be incidental, consequential, relevant or ancillary including intimations or disclosures in relation to the foregoing without being required to seek any further consent or approval of the shareholders of the Company, and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the shareholders in relation to the foregoing shall be final and conclusive.

3. TO APPROVE THE ADOPTION OF THE AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and all other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with applicable rules and regulations made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), including Regulation 31B thereof, and other applicable rules, regulations, guidelines, circulars, directions, notifications and clarifications issued from time to time, issued by any governmental or regulatory authority and applicable provisions of the Memorandum of Association and Articles of Association of the Company, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, the consent and approval of the shareholders of the Company be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended Articles of Association of the Company inter alia incorporating the following Special Rights proposed to be granted to HDFC Capital Advisors Limited (“**HCAL**”) under the SR Agreement, to be set out in new Part B of the Articles of Association (and where the existing articles of the Articles of Association shall form Part A), and other consequential amendments to align the Articles with the provisions of the Act and rules made thereunder.

*1. Notwithstanding anything to the contrary (including in any agreement and/or articles of association), with effect from completion of allotment of the Equity Shares pursuant to the Preferential Issue, and subject to the Fallaway Threshold (as defined below), the Company shall not, directly or indirectly, undertake, authorize or commit to do any of the following actions or matters (whether in a single transaction or as part of a series of connected transactions), without the prior written consent of HDFC Capital Advisors Limited (“**HCAL**”):*

- (i) The Company and/ or PropEdge Valuations Private Limited (“**PropEdge**”) entering into, modifying, varying, renewing or terminating any transaction with a related party (including persons or entities that would be considered related parties as per the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), and/or any Affiliates of the promoter/ promoter group of the Company), excluding (a) any related party transaction existing prior to the grant of this right (except any modification of the terms of any such existing related party transaction), and (b) any related party transaction undertaken in the Ordinary Course of Business or on an arm’s length basis;*
- (ii) any divestment, transfer, or dilution of shareholding in PropEdge resulting in the Company’s shareholding in PropEdge falling below 51% (fifty one percent) of the total issued and paid-up share capital of PropEdge, calculated on a fully diluted basis.*
- (iii) commence or undertake any steps for the merger, amalgamation restructuring, scheme of arrangement and/or consolidation, winding up or liquidation of the Company and/or PropEdge;*
- (iv) amendment to the memorandum of association and / or articles of association of the Company that adversely affects the rights of HCAL;*

- (v) *alteration of any rights attached to any class of securities (including preference shares, debentures, warrants and securities convertible into equity shares of the Company) of the Company that adversely affects the rights of HCAL;*
 - (vi) *delisting (voluntary, compulsory or otherwise) of the equity shares of the Company from any stock exchange;*
 - (vii) *any change in the nature, scope, or conduct of the business of the Company and/or its subsidiaries which would result in approval of any regulatory or governmental authority being required in respect of the investment by HCAL and/or its Affiliates in the Company and/or its subsidiaries or impose any restrictions on HCAL or its Affiliates under the Foreign Exchange Management Act, 1999 (“FEMA”) or the rules, regulations, notifications, circulars and directions issued thereunder, each amended from time to time.*
 - (viii) *transfer or otherwise dispose of, directly or indirectly (including to assign, license, sublicense, encumber, create any security interest over), all or substantially all of the Company and/ or PropEdge’s intellectual property rights to any person.*
- (2) *Notwithstanding anything to the contrary, the rights set forth in sub-Article 1 above, (a) may be assigned, transferred or exercised jointly by HCAL and/or its Affiliates holding equity shares of the Company, without the prior consent of the Company or any other person, and (b) shall subsist and remain in full force and effect so long as HCAL and/or its Affiliates hold, directly or indirectly, 50% (fifty percent) of the equity shares issued to HCAL pursuant to the Preferential Issue, subject to adjustment for any share splits, consolidation, subdivision, or other similar changes in shareholding structure of the Company (“**Fall-Away Threshold**”).*
- (3) *For the purpose of sub-Article 1 and sub-Article 2 above, the following terms shall have the meaning set forth below in respect of such terms:*
- (a) *“**Affiliate**” in respect of: (i) any person or entity, other than a natural person, means any other person or entity that directly or indirectly, through one or more intermediate person or entity, Controls, is Controlled by, or is under the common Control with such Party; or (ii) in case of parties who are natural persons, includes any siblings, direct descendants (including adopted children or grandchildren), parent, grandparent or spouse of such person and siblings or direct descendants of the foregoing (each a “**Family Member**”) and any entities Controlled by or maintained for the benefit of such Family Members (whether acting jointly or separately).*
 - (b) *“**Control**” shall mean with respect to a person (other than a natural person): (a) direct or indirect ownership of more than 50% of the voting securities of such person or equivalent voting interests; (b) the right to nominate or appoint, or cause the nomination or appointment of, more than 50% of the members of the board of directors (or similar governing or supervisory body) of such person; or (c) manage, or direct the management of, or business and policies of such person, and, for the avoidance of doubt, a general partner is deemed to Control a limited partnership and a fund advised or managed directly or indirectly by a person shall also be deemed to be Controlled by such person, (and the terms “**Controlling**” and “**Controlled**” shall have meanings correlative to the foregoing);*
 - (c) *“**Ordinary Course of Business**” shall mean an action, event or circumstance that is recurring in nature and is taken in the ordinary course of normal day-to-day operations and business, and is in compliance with applicable laws and consistent with past practice and existing policies;*
 - (d) *“**Preferential Issue**” means the preferential issue to HCAL on private placement basis, of 3,97,800 (Three Lakh Ninety-Seven Thousand Eight Hundred) equity shares of face value of ₹10/- (Rupees Ten only) each of the Company at an issue price of ₹201/- (Indian Rupees Two Hundred and One Only) per equity share including a premium of ₹ 191 (Indian Rupees One Hundred and Ninety One Only) per equity share.”*

RESOLVED FURTHER THAT pursuant to Regulation 31B of SEBI LODR Regulations and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the

Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to grant and give effect to the above rights of HCAL to be incorporated into the Articles of Association of the Company (including any modifications thereto that may be deemed appropriate to give effect to the Special Rights without materially modifying the nature of the Special Rights, as the Board may determine in its absolute discretion, without any further shareholder approval being required), which may qualify as special right under Regulation 31B of the SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other governmental authority arising from or incidental to the said amendment.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

Registered Office:

D-4 Commercial Complex, Paschimi Marg Vasant
Vihar, New Delhi -11005 India,

Place : Gurugram

Date : 20-05-2026

By Order of the Board of Directors

Sd/-

Mr. Samir Jasuja
Managing Director

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolution for Item No. 1, 2 and 3 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time-to-time, the latest one being General Circular No. 03/2025 dated September 22, 2025, (“MCA Circulars”) read with the applicable Securities and Exchange Board of India (“SEBI”) Circulars issued from time to time prescribing the procedures and manner of conducting the Extra-Ordinary General Meeting (“EGM”) through VC/OAVM. In terms of the said circulars, Extra-Ordinary General Meeting (“EGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/ OAVM only. Pursuant to Section 101 of the Act read with relevant rules made thereunder, this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue.
3. In compliance with the provision of the Act read with the Circulars, the Extra-Ordinary General Meeting (“EGM”) of the Company is being held through VC/OAVM only. Further, in accordance with the Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the EGM.
4. In line with the aforesaid MCA Circulars, the notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at <https://www.propequity.in/about-company>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of NDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. Since this EGM is being held pursuant to the Circulars through VC/OAVM only, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice
6. The Board of Directors of the Company, at its meeting held on Wednesday, 20 May, 2026 has appointed M/s. Agarwal s. & associates, Practicing Company Secretary (ICSI membership number: FCS 5774, certificate of practice number: 5910), who in the opinion of the Board is a duly qualified person as a scrutinizer to scrutinize the voting processes in a fair and transparent manner. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.
7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachins2022@gmail.com with a copy marked to evoting@nsdl.com and [mailto: cs@propequity.in](mailto:cs@propequity.in)., 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.
8. In the case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote at the meeting.

9. Members may also note that the Notice of EGM is available on the Company's website i.e., <https://www.propequity.in/about-company>, on the website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at <mailto:cs@aarveedenims.comcs@propequity.in>.
10. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
11. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI LODR Regulations, and other applicable laws, and General Circular No. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020 and other circulars further issued, if any, respectively by the Ministry of Corporate Affairs, the company is pleased to offer e-voting facility to its Members holding Equity Shares as on Friday, 5 June, 2026, being the cut-off date, to exercise their right to vote electronically on the above resolution.
12. This facility is arranged by the National Securities Depository Limited ("NSDL"). The instructions for e-voting are given in this Notice. **E-voting will commence on Thursday 9 June, 2026 at 9 A.M. and will end on Thursday 11 June, 2026, at 5:00 P.M.** E-voting shall not be allowed beyond the said date and time.
13. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in **Point THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING** for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "**Join General Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login, where the **EVEN i.e. '139354'** of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
14. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 5 June, 2026 i.e. cut-off date, may cast their vote electronically. Those members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolution through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
15. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in Delhi (in the Hindi language).
16. Members seeking any information or clarification on any items mentioned in the Notice are requested to send written queries to the Company, at least 10 days before the date of the meeting mentioning their demat account number/folio number, name, email id, mobile number at cs@propequity.in. [mailto:](mailto:cs@propequity.in)to enable the management to keep the required information available at the meeting.
17. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more

shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contract or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members at the EGM. All documents referred to in the notice of EGM will also be available for electronic inspection without any fees by the members at least 10 days before the date of the meeting. Members seeking to inspect such documents can send an email to cs@propequity.in.
19. A person whose name is recorded in the Register of Members, or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Friday, 5 June, 2026, only shall be entitled to avail of the facility of e-voting.
20. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. Given the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard. SEBI has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA of the Company.
21. To use natural resources responsibly, we request shareholders to update their e-mail addresses with their Depository Participants to enable the Company to send communications electronically.
22. The Scrutinizer after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with. The Result declared along with the report of the scrutinizer shall be placed on at the Company's website <https://www.propequity.in/about-company> <http://www.suyogtelematics.co.in/> and on the website of NSDL and shall also be communicated to the Stock Exchange. The resolution will be taken as passed effectively on the date of EGM.
23. **For any communication, the shareholders may also send requests to the Company's investor email id: cs@propequity.in.**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI LODR Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and the latest one being General Circular No. 03/2025 dated September 22, 2025, ("MCA Circulars") and September 19, 2024 in terms of SEBI vide Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other circular issued, if any in relation to e-Voting facility provided by listed entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on **Thursday 9 June, 2026, at 9:00 A.M. and will end on Thursday 11 June, 2026, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.** During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, 5 June, 2026 i.e. cut-off date**, may cast their vote electronically. Those members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register

Type of shareholders	Login Method
	<p>Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 4. Visit the e-Voting website of NSDL. Open web browser by typing 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 icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where

Type of shareholders	Login Method
	the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN: 139354” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to harshada@bigshareonline.com/ csemanager@bigshareonline.com . Members may write to RTA of the Company on the email id csemanager@bigshareonline.com/ harshada@bigshareonline.com.

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to harshada@bigshareonline.com/ csemanager@bigshareonline.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to samir@propequity.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the ‘EVEN: 139354’ of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@propequity.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during the EGM may use chat facility to raise question to moderator. The moderator then will ask one by one questions during the meeting. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speaker shareholder will only be allowed to express their views/ ask questions during the meeting. Shareholders who would like to express their view/ ask question during the meeting may register themselves as speaker shareholders and may send their request mentioning name, mobile number, folio number, email id at cs@propequity.in. Shareholders who have registered themselves as speaker shareholders will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to restrict the number of questions and number of speakers as appropriate for the smooth proceeding of the EGM.
 - I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 5 June, 2026.
 - II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 5 June, 2026., may obtain the login ID and password by sending a request at evoting@nsdl.com or **RTA BIGSHARE SERVICES PRIVATE LIMITED** at harshada@bigshareonline.com. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
 - III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

- IV. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting. Only those members / shareholders, who will be present in the EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have voted through Remote e- Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM. shall be the same person mentioned for Remote e-Voting
- V. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.propequity.in/about-company>, on the website of Stock Exchange i.e. National Stock Exchange of India Limited www.nseindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

Registered Office:

D-4 Commercial Complex, Paschimi Marg Vasant
Vihar, New Delhi -11005 India, **Place** : Delhi

Date : 20-05-2026

By Order of the Board of Directors

Sd/-

Samir Jasuja
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “**SEBI ICDR Regulations**”), Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, in respect of items given in the Notice that require approval of the shareholders of the Company.

Item No. 1

The information as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations is set out below:

I. Particulars of the offer including the date of passing of the Board

The Board of Directors of the Company (“**Board**”) at its meeting held on Wednesday, 20th May, 2026, in accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (“**the Act**”) and rules made thereunder and provisions of Chapter V of the SEBI ICDR Regulations, and subject to the approval of the shareholders of the Company by way of passing a Special Resolution and other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, 3,97,800 (Three Lakh Ninety-Seven Thousand Eight Hundred) equity shares of face value of INR 10/- (Indian Rupees Ten only) each (“**Equity Shares**”) at an issue price of INR 201 (Indian Rupees Two Hundred and One Only) per underlying Equity Share which includes a premium of INR 191 (Indian Rupees One Hundred and Ninety One Only) per Equity Share not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to INR 7,99,57,800/- (Indian Rupees Seven Crore Ninety-Nine Lakh Fifty-Seven Thousand Eight Hundred Only), for cash consideration to HDFC Capital Advisors Limited (“**HCAL**”), belonging to the non-promoter category, as mentioned in **Annexure A**, on such terms and conditions as may be determined by the Board (“**Preferential Issue**”).

The relevant disclosures as required in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

II. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards funding the following objects:

1. Investment in Technology and Cloud Infrastructure;
2. Capital Expenditure towards acquisition of IT Infrastructure;
3. General Corporate Purposes: Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as applicable and to repay certain high-cost unsecured debt in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

(Collectively, referred to herein as the “**Objects**”)

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being

raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

III. Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

The broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr No	Particulars	Total estimated amount to be utilised for each of the Objects* (₹ in lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds (FY 26-27)
1.	Investment in Technology and Cloud Infrastructure	561.00	Within 1 year from receipt of funds
2.	Capital Expenditure towards acquisition of IT Infrastructure	107.20	Within 1 year from receipt of funds
3.	General Corporate Purposes	131.38	Within 1 year from receipt of funds
Total		799.58	

**The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.*

1. Investment in Technology and Cloud Infrastructure

We intend to utilize a portion of the Net Proceeds towards investment in technology development and cloud infrastructure, with the objective of developing and launching an AI-powered real estate intelligence and analytics platform. The proposed platform is intended to leverage artificial intelligence, machine learning, data analytics and cloud-based technologies to deliver data-driven insights, predictive analytics and automated solutions for participants across the real estate sector, including developers, financial institutions, investors and other stakeholders.

The proposed investment is expected to cover, inter alia, enhancement of cloud infrastructure, procurement of software tools and licenses, deployment of AI and machine learning capabilities, strengthening of cybersecurity frameworks and scaling of platform architecture. These investments are aimed at improving platform efficiency, scalability, reliability and overall operational efficiency of the proposed platform, while supporting a larger user base and increased analytical workloads across the real estate value chain. In connection with the above, our Company may enter into agreements, purchase arrangements and licensing arrangements with various technology vendors, cloud service providers and software partners, as may be required from time to time.

The details of the proposed utilisation is set forth below:

Product Team	Estimated No. of workforce required	Amount(in ₹ Lakhs)
Vice President (Data)	1	36.00
Senior Managers (Data)	3	54.00
Audit Managers (Data)	5	75.00
Call Centre staff	20	120.00
Primary Surveyors	20	120.00
VP IT (Development)	1	30.00
VP IT (Infrastructure)	1	30.00
Software Engineers	8	96.00
Total Cost	59	561.00*

**We may, in consultation with the management team, decide to develop the aforementioned product in-house or outsource it, based on the viability of such business decision in the best interest of our Company and respective shareholders.*

2. Capital Expenditure towards acquisition of IT Infrastructure

Our Company proposes to utilize a portion of the Net Proceeds towards capital expenditure on information technology infrastructure, including procurement of 59 laptops and 4 servers. The proposed hardware assets are intended to strengthen the Company's internal technology capabilities, support data storage, processing and platform hosting requirements, and meet the operational needs of its expanding workforce. These investments are expected to improve overall operational efficiency and enable the Company to effectively execute its growth strategy.

Product	Nos	Price/unit	Amount (₹ in Lakhs)
Laptops	59	80,000	47.20
Servers	4	15,00,000	60.00
Total			107.20

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other short terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

IV. Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore), in accordance with Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a Credit Rating Agency, as the Monitoring Agency to oversee the use of proceeds from the Preferential Issue.

V. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

The special resolutions obtained above authorize the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with SEBI ICDR Regulations, up to 3,97,800 (Three Lakh Ninety Seven Thousand Eight Hundred) equity shares of face value ₹10/- (Rupee Ten only) each at an issue price of ₹201/- (Rupees Two Hundred and One Only), including a premium of ₹191/- (Rupees One Hundred and Ninety One Only) per equity share aggregating upto ₹ 7,99,57,800/- (Seven Crore Ninety-Nine Lakhs Fifty-Seven Thousand Eight Hundred Only). Further, no assets of the Company are charged as securities for the said Preferential Issue.

VI. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is **Wednesday, 13 May, 2026**, being the date 30 days prior to the date of EGM.

VII. Basis on which the price has been arrived at and justification for the price (including premium), if any

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”), and the Equity Shares are frequently traded in terms of SEBI ICDR Regulations and the trading volume of equity shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price.

In the case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in Preferential Issue has to be calculated as:

- a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date;

whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for specified securities to be allotted pursuant to the Preferential Issue.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Equity Shares to be allotted under the Preferential Issue

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchange preceding the relevant date- Not Applicable.

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.- **Not Applicable.**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable- Not Applicable.

Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).

- Price determined as per 90 trading days VWAP on NSE – ₹ 172.90/-
- Price determined as per 10- trading days VWAP on NSE – ₹ 200.18/-

Accordingly, Equity Shares shall be issued at an issue price of ₹ 201.00/- (including a premium of ₹191/-) per equity share which is determined as per the SEBI ICDR Regulations.

VIII. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

IX. Valuation for consideration other than cash: Not Applicable.

X. Amount which the Company intends to raise by way of securities.

The Equity Shares are proposed to be issued for cash at a price of 201/- (Rupees Two Hundred and One Only) including a premium of ₹191/- (Rupees One Hundred and Ninety One Only) per equity share aggregating upto ₹ 7,99,57,800/- (Seven Crore Ninety-Nine Lakhs Fifty-Seven Thousand Eight Hundred Only).

XI. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

XII. Re-computation of Issue Price

The Company shall re-compute the issue price of the Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottee(s).

XIII. Payment of Consideration:

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottee at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottee.

The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank account and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

XIV. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange(s) or depositories as on the date of this Notice.

XV. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to the Proposed Allottee belonging to the non-promoter category which is given in detail in point XX.

XVI. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

None of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Equity Shares under the Preferential Issue.

XVII. Proposed time frame within which the preferential issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Equity Shares to Proposed Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen)

days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

XVIII. Listing

The Company will make an application to the Stock Exchange, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

XIX. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed Preferential Issue to Promoter Group and Public are likely to be as follows:

Category	Pre-Issue Shareholding Structure*		Equity Shares to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(a) Individuals & HUF	78,61,899	75	-	78,61,899	72.26
(b) Bodies Corporate	-	-	-	-	0.00
Sub Total (A1)	78,61,899	75	-	78,61,899	72.26
(A1) Foreign	-	-	-	-	-
Total Promoter shareholding A=A1+A2	78,61,899	75	-	78,61,899	72.26
(B1) Institutions (Domestic)	36,000	0.34	-	36,000	0.33
(B2) Institutions (Foreign)	2,20,800	2.11	-	2,20,800	2.03
(B3) Central Government/ State Government(s)/ President of India	-	-	-	-	-
(B4) Non-Institution	-	-	-	-	0.00
(a) Individuals	22,35,605	21.33	-	22,35,605	20.55
(b) Body Corporate	67,200	0.64	3,97,800	4,65,000	4.27
(c) Others (Including NRI)	60,600	0.58	-	60,600	0.56
Sub Total (B4)	23,63,405	22.55	-	27,61,205	25.38
Total Public Shareholding B=B1+B2+B3+B4	26,20,205	25	-	30,18,005	27.74
(C) Non-Promoter Non-Public Shareholding	-	-	-	-	-
Grand Total (A+B+C)	1,04,82,104	100	-	1,08,79,904	100.00

Notes:

(1) The pre-issue shareholding pattern is on the latest BENPOS date i.e., May 15, 2026.

- XX. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:**

Sr. No.	Name & PAN of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners (UBOs)	Pre-Preferential holding		Present Issue of Equity Shares	Post-Preferential holding	
			No.	%		No.	%
1	HDFC Capital Advisors Limited [PAN – AADCH6113R]	Not applicable*	NA	NA	3,97,800	3,97,800	3.66%

*According to the SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013 since the company is listed on a stock exchange, it is not necessary to identify and verify the identity of any shareholder or beneficial owner of such companies.

There is no change in control pursuant to the allotment of the Equity Shares.

XXI. Lock-in Period

The Equity Shares proposed to be allotted on a preferential basis shall be locked in accordance with Chapter V of the SEBI ICDR Regulations.

1. The entire pre-preferential shareholding of the Proposed Allottee shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval, as per the requirement of the SEBI ICDR Regulations.
2. The Equity Shares proposed to be issued to Proposed Allottee of the Company, shall be subject to lock-in for a period of 6 months from the date of trading approval granted for such Equity Shares, as per the requirement of SEBI ICDR Regulations.

XXII. The current and proposed status of the Proposed Allottee post the preferential issues namely, promoter or non-promoter

HCAL is currently not a shareholder of the Company and shall be a non-promoter category investor post the Preferential Issue is enclosed herewith as Annexure B.

XXIII. Practicing Company Secretary's Certificate

A Certificate from Mr. Sachin Agarwal , (COP No: 5910 & Membership No.: F5774), Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the shareholders of the Company during the meeting and will also be made available on the Company's website <https://www.propequity.in/>.

XXIV. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Equity Shares for consideration other than cash.

XXV. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

XXVI. Principle terms of assets charged as securities

Not applicable

XXVII. Material terms of raising such securities

All material terms in respect of the Preferential have been set out above. For the sake of providing complete information, the shareholders are also informed that the Board, at its meeting held on May 20, 2026, has considered and approved the proposed investment of INR 7,00,00,000 (Rupees Seven Crore) by HCAL in PropEquity Tech Private Limited, a subsidiary of the Company (“**Subsidiary**”), by way of subscription to equity shares and compulsorily convertible preference shares (“**CCPS**”), to be issued by the Subsidiary by way of Preferential Issue on a private placement basis (“**Subsidiary Investment**”).

The Board also approved the negotiation, finalisation and execution by the Company of (a) a term sheet to be entered into amongst the Company, the Subsidiary, Mr. Samir Jasuja and HCAL (“**Term Sheet**”), setting out the terms and conditions of the Subsidiary Investment, including customary matters relating to the governance and management of the Subsidiary, share transfer rights and restrictions and such other terms as may be mutually agreed between the parties, and (b) for the negotiation, finalisation and execution of definitive agreements and other ancillary documents (“**Definitive Agreements**”), in relation to the Subsidiary Investment, on the terms and conditions contemplated under the Term Sheet or as may be deemed appropriate by the Board. Pursuant to the approval granted above in respect of the Subsidiary Investment, the Term Sheet has been executed by the Company, Subsidiary, Mr. Samir Jasuja and HCAL. The Term Sheet is subject to conditions precedent and finalization of the Definitive Agreements, in respect of which relevant disclosures will be made by the Company in due course in accordance with the SEBI Listing Regulations.

Please refer to the disclosure dated May 20, 2026 made by the Company under Regulation 30 of the SEBI Listing Regulations in respect of the Subsidiary Investment and the Term Sheet.

XXVIII. Undertakings

- (a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date as per Regulation 159(1) of SEBI (ICDR) Regulations.
- (b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- (d) None of the Company’s Promoters and Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

- (f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.
- (g) The Proposed Allottee is not categorized as wilful defaulter(s) or fraudulent borrower or fugitive economic offenders as defined under the SEBI ICDR Regulations.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the shareholders of the Company for issue and allotment of the said Equity Shares to Proposed Allottee are being sought by way of a Special Resolution as set out in the said Item No. 1 of the Notice.

The issue of the Equity Shares under the Preferential Issue would be within the authorized share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the shareholders of the Company of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 1 of this Notice.

Item No. 2: To consider and approve the grant of special rights to HDFC Capital Advisors limited (“HCAL”) and approve the amendment of the articles of association of the Company to incorporate the special rights

Regulation 31B of the SEBI LODR Regulations requires that any special rights granted to the shareholders of the Company shall be approved by the shareholders of the Company by way of a special resolution once in every five years starting from the date of such grant.

By its resolution dated May 20, 2026, the Board has approved the Preferential Issue (defined above) and the grant of certain rights in connection with the Preferential Issue, to HDFC Capital Advisors Limited (“HCAL”), which are in the nature of customary non-controlling minority protection rights and which may constitute special rights for the purpose of Regulation 31B of SEBI LODR Regulations (“**Special Rights**”). These Special Rights are proposed to be granted with effect from the date of completion of allotment of Equity Shares pursuant to the Preferential Issue. The Board has approved these minority protection rights, as it believes that the grant of these rights are in the best interest of the Company. For ease of reference, the Special Rights proposed to be granted to HCAL are reproduced in the draft resolution set forth in item 2 as well as 3 of this Notice itself.

In view of the above, the Board seeks the approval of the shareholders by way of a Special Resolution, including in accordance with the requirements of Regulation 31B of the SEBI LODR Regulations (including any statutory modifications or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by any regulatory or governmental authorities, for the time being in force), to (a) grant, confer and give effect to the Special Rights in favour of HCAL, on the terms set forth in the resolution, and in connection therewith, for the Company to negotiate, finalize, execute, deliver and perform an appropriate agreement with HCAL to grant such Special Rights (“**SR Agreement**”), in a form and manner (including any modifications thereto that may be deemed appropriate to give effect to the Special Rights without materially modifying the nature of the Special Rights) deemed necessary or expedient to grant, confer and give effect to the Special Rights, and also to incorporate such rights into the Articles of Association of the Company through an appropriate amendment(s) thereto, as applicable.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the shareholders of the Company of the Company.

Item No. 3

To approve for the adoption of the amended Articles of Association of the Company

As mentioned in item no. 2 above, the Board has approved the grant of Special Rights to HCAL (as set forth in the resolution in item no. 3 and subject to any modifications thereto that may be deemed appropriate to give effect to the Special Rights without materially modifying the nature of the Special Rights) and the execution of an SR Agreement to provide such Special Rights to HCAL. Pursuant thereto, the Board has approved the amendment of the articles of association of the Company (“**Articles of Association**”) to incorporate the Special Rights proposed to be provided to HCAL. This is proposed to be undertaken by including a new Part B of the Articles of Association (and where the existing articles of the Articles of Association shall form Part A).

Therefore, it is proposed to amend the Articles of Association of the Company to incorporate the Special Rights and adopt the amended Articles of Association. The Board of Directors of the Company at their meeting held on **Wednesday, 20 May, 2026**, considered and approved the abovementioned amendment of and adoption of the amended Articles of Association of the Company, inter alia incorporating the following Special Rights proposed to be granted to HCAL (which for the sake of clarity, will be effective upon completion of allotment of the Equity Shares pursuant to the Preferential Issue) and other consequential amendments to align the Articles of Association with the provisions of the Act and rules made thereunder.

The draft of the amended Articles of Association is available on the website of the Company at the following link: www.propequity.in

Section 5 and 14 of the Act, requires approval of the shareholders of the Company by way of a Special Resolution for entrenchment in and alteration of the Articles of Association of the Company. Accordingly, the approval of the shareholders is sought to consider and approve amendment in Articles of Association on the terms set forth above and to adopt the same.

A draft copy of the amended Article of Association of the Company would also be available for inspection by the shareholders at the Registered Office during the working hours on any working day, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 4.00 p.m. till the date of EGM. The aforesaid document will also be accessible for inspection during the EGM through electronic mode.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the shareholders of the Company of the Company.

D-4 Commercial Complex, Paschimi Marg Vasant
Vihar, New Delhi -11005 India,
Place : Gurugram
Date : 20-05-2026

By Order of the Board of Directors
Sd/-
Samir Jasuja
Managing Director

ANNEXURE A: LIST OF THE PROPOSED ALLOTTEE ALONG WITH THE NAMES OF NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE EQUITY SHARES

Sr. No.	Name	Type of Proposed Allottee (Individual/ Body Corporate /HUF etc.)	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Category of Proposed Allottee (Promoter/ Public)	Proposed number of Equity Shares to be allotted	Consideration at ₹201 /- per equity share (including premium of ₹191/- per equity share)
1.	HDFC Capital Advisors Limited	Body Corporate	NA*	non-promoter	3,97,800	7,99,57,800
Total					3,97,800	7,99,57,800

**According to the SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013 since the company is listed on a stock exchange, it is not necessary to identify and verify the identity of any shareholder or beneficial owner of such companies.*

ANNEXURE B: LIST OF THE CURRENT AND PROPOSED STATUS OF THE PROPOSED ALLOTTEES POST THE PREFERENTIAL ISSUES NAMELY, PROMOTER OR PUBLIC

Sr. No.	Name of Allottee	Current Status	Post Status
1.	HDFC Capital Advisors Limited	Public/ Non-Promoter	Public/ Non-Promoter