NOTICE OF THE 7TH BOARD MEETING (BM07/2026-27) OF INDIUM SOFTWARE (INDIA) PRIVATE LIMITED

Notice is hereby given that the 7th Meeting (BM07/2026-27) of the Board of Directors of the Company will be held through video conferencing on Thursday, 12th November 2026, at 04:00 p.m., (IST), deemed to be held at the registered office of the Company located at Ganesh Chambers, New No. 64, Old No. 143, Eldams Road, Teynampet, Chennai – 600018, to transact the following business.

1. To grant leave of absence, if any.
2. To take note of the Minutes of the previous Board Meeting dated 3rd November 2026.
3. Adoption of Limited Review Financial Results for the quarter and half-year ended 30th September 2026.
4. Approval and taking on record the transfer of shares from existing shareholders of the Company to Mr. Srinivas Bangalore Gangaiah and Mr. Amitabh Sharma.
5. Approval for substitution of the Articles of Association pursuant to the amended and restated Shareholders' Agreement dated November 03, 2026, entered by and amongst the Company and shareholders of the Company.
6. Approval of the notice and explanatory statement for convening an Extraordinary General Meeting of the shareholders of the Company.
7. Any other business with the approval of the Chairman.

Kindly make it convenient to attend the meeting.

For INDIUM SOFTWARE (INDIA) PRIVATE LIMITED

B Vijayshankar

Digitally signed by B Vijayshankar
Date: 2026.11.04 18:08:15 +05'30'

B. VIJAYSHANKAR
DIRECTOR
DIN: 01680470

Place : Chennai
Date : 4th November 2026

To:
All the Directors

Encl.: Proposed resolutions

Note:

- The members of the Board are requested to note that a facility to attend the meeting via video conference is available. Directors may attend the meeting either physically or through video conference. The link to attend the meeting through video conference has been shared with you and mentioned below for your convenience:

https://eqtpartners.zoom.us/j/82244805306?pwd=LQaIbMrwTb3uOvawNWGE3YfcDolEie.1

Meeting ID : 822 4480 5306
Passcode : 257283

- The proposed resolution pursuant to the agenda listed above is enclosed herewith for your reference.

PROPOSED RESOLUTIONS:

3. Adoption of Limited Review Financial Results for the quarter and half-year ended 30th September 2026:

"RESOLVED THAT pursuant to regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Limited Review Standalone Financial Results and the Limited Review Report along with the Statement of Assets and Liabilities and Statement of Cash Flows, as on 30th September 2026, placed before the Board be and are hereby approved."

"RESOLVED FURTHER THAT Mr. S. Ramchander and Mr. B. Vijayshankar, Directors be and are hereby severally authorised to sign the aforementioned Standalone Financial Results and also to do all other acts, deeds and things as may be required to give effect to the above resolution."

"RESOLVED FURTHER THAT Mr. Pavan Raghavendra Cheruvu, Company Secretary and Compliance Officer of the company be and is hereby authorized to disseminate necessary intimations to the stock exchange in this regard."

4. Approval and taking on record the transfer of shares from existing shareholders of the Company to Mr. Srinivas Bangalore Gangaiah and Mr. Amitabh Sharma:

Pursuant to the:

(a) Share Purchase Agreement dated November 3, 2026, entered by and amongst the Company, Mr. Srinivas Bangalore Gangaiah ("Non-Resident Purchaser 1"), and Sundri B.V ("Non-Resident Seller");
(b) Share Purchase Agreement dated November 3, 2026, entered by and amongst the Company, Mr. Amitabh Sharma ("Non-Resident Purchaser 2"), Mr. S. Ramchander, Mr. B. Vijayshankar and Catalincs Partners LLP (each a "Resident Seller");

The Non-Resident Seller has agreed to sell, and Non-Resident Purchaser 1 has agreed to purchase 7,102 (Seven Thousand One Hundred and Two) Class A equity shares of the Company and Resident Sellers have collectively agreed to sell and Non-Resident Purchaser 2 has agreed to purchase 8,877 (Eight Thousand Eight Hundred and Seventy-Seven) Class A equity shares of the Company.

Pursuant to the above, the Board of Directors of the Company have received a request for approval and taking on record the transfer of such equity shares of the Company and have accordingly proposed the following resolutions:

"RESOLVED THAT pursuant to the provisions of Section 56 read with Rule 11 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and all such other applicable provisions, if any, of the Companies Act, 2013, and all such other applicable provisions, if any (including any statutory modification(s), amendments thereto or reenactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and any other regulations and any other rules / regulations

/ guidelines, if any, prescribed by the Reserve Bank of India (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and in accordance with such other approvals, permissions, sanctions and consents as may be necessary from appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed by any of the above authorities while granting such approvals, permissions, sanctions and consents, and in accordance with the Memorandum of Association and Articles of Association of the Company, and in accordance with the provisions of the Share Purchase Agreements (as provided above), the consent and approval of the Board of Directors of the Company be and is hereby accorded (the details of which are tabled below) to register and take on record the transfer of 7,102 (Seven Thousand One Hundred and Two) Class A equity shares of the Company from the Non-Resident Seller to the Non-Resident Purchaser 1 and transfer of 8,877 (Eight Thousand Eight Hundred and Seventy Seven) Class A equity shares of the Company from the Resident Sellers to the Non-Resident Purchaser 2."

Seller	Purchaser	Details of Class A Equity Shares	Purchasers' DP ID/Client ID
Sundri B.V.	Mr. Srinivas Bangalore Gangaiah	7,102	Client ID: 61803940 DP ID: IN303028 DP: NSDL
Mr. S Ramachander	Mr. Amitabh Sharma	5,137	Client ID: 06435694 DP ID: 13012400 DP: CDSL
Mr. B. Vijayshankar		1,127	
Catalincs Partners LLP		2,613	

"RESOLVED FURTHER THAT any of the Directors of the Company ("Authorized Representatives") be and are hereby jointly and severally, authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their sole discretion in connection with the foregoing and/or to give full effect to these resolutions and for matters connected therewith or ancillary or incidental thereto, including to record the name of Non-Resident Purchaser 1 and Non-Resident Purchaser 2 as the legal and beneficial owners of the shares transferred herein, and the transfer from Non-Resident Seller and each Resident Seller in the relevant statutory registers and records of the Company, and authorized to execute and sign all necessary documents, forms, and filings with the depositories, depository participant, Registrar and Transfer Agent, Registrar of Companies or any other authority as may be required to give effect to the transfer of shares in dematerialized form."

"RESOLVED FURTHER THAT the details of the transfer be entered in the Register of Members maintained by the Company, as applicable."

"RESOLVED FURTHER THAT the aforesaid powers entrusted to the Authorized Representatives shall be valid and effective unless revoked earlier by the Board of Directors of the Company or shall be exercisable by them so long as they are concerned in the Company and each Director of the Company be and hereby is severally authorized to sign a certified true copy of this resolution and provide the same to whomsoever concerned or interested in this matter."

5. **Approval for substitution of the Articles of Association pursuant to the amended and restated Shareholders' Agreement dated November 03, 2026, entered by and amongst the Company and shareholders of the Company:**

"RESOLVED THAT, in accordance with Section 5 and Section 14 and other applicable provisions of the Companies Act, 2013, and the rules issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and subject to approval by the shareholders at the shareholders meeting, the board of directors hereby consents to the substitution of the existing Articles of Association of the Company, in accordance with the Shareholders' Agreement to ensure necessary changes pursuant to the Shareholders' Agreement, as tabled before the meeting and signed by the Chairperson for the purpose of identification."

"RESOLVED FURTHER THAT, the aforesaid alterations be carried out in every copy of the Articles of Association of the Company and that no copy of such Articles of Association be issued without carrying out the alterations as aforesaid."

"RESOLVED FURTHER THAT any of the Directors of the Company ("Authorized Representatives") be and are hereby, jointly and severally, authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their sole discretion in connection with the foregoing and/or to give full effect to these resolutions and for matters connected therewith or ancillary or incidental thereto, including to sign, execute and file such e-forms (including form MGT-14) with the Registrar of Companies and payment of statutory fees thereof, and such letters, declarations, documents and deeds, as necessary with such other authorities as may be required in this regard."

"RESOLVED FURTHER THAT the aforesaid powers entrusted to the Authorized Representatives shall be valid and effective unless revoked earlier by the board of the Company or shall be exercisable by them so long as they are concerned in the Company and each director of the Company be and hereby is severally authorized to sign a certified true copy of this resolution and provide the same to whomsoever concerned or interested in this matter."

6. **Approval of the notice and explanatory statement for convening an Extraordinary General Meeting of the shareholders of the Company:**

"RESOLVED THAT pursuant to the provisions of Sections 100, 101 and 102 and any other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and any other applicable laws, the Extraordinary General Meeting of the Company be convened, after giving due notice / shorter notice to shareholders, on xxxday, dd-mm, 2026 at the registered office of the Company situated at Ganesh Chambers, No. 64, Old No. 143, Eldams Road, Teynampet, Chennai, Tamil Nadu, India - 600018 at hh:mm a.m./p.m. IST, video conferencing (VC) / other audio visual means (OAVM) facility being available too at the registered office of the Company, subject to receipt of consent from requisite members, to consider the approval and adoption of the amended and restated Articles of Association of the Company.

"RESOLVED FURTHER THAT the draft notice/ shorter notice of the Extraordinary General Meeting as placed before the Board along with the explanatory statement annexed thereto be and is hereby approved and

any of the Directors of the Company be and are hereby jointly and severally authorised to sign the draft notice and pursuant to provisions of Section 101 (3) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, issue the same to all the shareholders, legal representatives of any deceased shareholders, assignees of any insolvent shareholders, auditor(s) and every director of the Company."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to make necessary changes, as may be required, in the notice and to take necessary steps for printing of notice, to sign and send the notice to the shareholders of the Company, convening Extraordinary General Meeting of the shareholders of the Company and to undertake all incidental matters in connection with conduct of Extraordinary General Meeting of the shareholders of the Company and/or to give full effect to these resolutions, including to make the requisite filings with any statutory/regulatory body, in this regard and carry out and/ or accept corrections/ additions/ amendments in the draft notice as may be necessary and incidental in this behalf."