

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting (“**AGM**”) of the members of **SKYWEB INFOTECH LIMITED** will be held on Tuesday, the 23rd Day of September, 2025 at 01:00 P.M. (IST) at the Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi-110024 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mrs. Renu Gupta (DIN: 00030849), as a Whole-Time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors (“**Board**”), consent of the members be and is hereby accorded for re-appointment of **Mrs. Renu Gupta (DIN: 00030849)**, in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, as a Whole-time Director, liable to retire by rotation, for a further term of 3 (Three) consecutive years effective from October 01, 2025 to September 30, 2028 on the following terms and conditions and with further discretion to the Committee/Board to alter from time to time the said terms & conditions in such manner, as it may deem fit in the best interest of the Company and agreed to with Mrs. Renu Gupta:

I. Remuneration:

- | | | |
|----|--------------|--|
| a. | Gross Salary | : Rs. 50,000/- (Rupees Fifty Thousand only) per month or as may be decided by the Board from time to time. |
| b. | Bonus | : As per the Company's Schemes and Incentives & Other as may be decided by the Board from time to time. |
| c. | Medical | : As per rules of the Company's Reimbursement Scheme. |
| d. | Leave Travel | : As per rules of the Company's Concession Scheme. |
| e. | Provident | : As per rules of the Company's Superannuation Scheme & other Funds. |
| f. | Gratuity | : As per rules of the Company's Scheme. |

- g. Other allowances/Perquisites : Subject to any statutory ceiling(s), Executive Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

II. Commission:

The Board may decide the amount of commission payable to her based on the net profits of the Company each year, notwithstanding that the remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

III. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during her tenure as Whole Time Director, Mrs. Renu Gupta be paid the aforesaid remuneration as minimum remuneration for that year, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

- IV. Mrs. Renu Gupta shall be entitled to reimbursement of all actual expenses or charges including travel entertainment or other out-of-pocket expenses incurred by her for and on behalf of the Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to give effect to this resolution.”

**By order of the Board
For Skyweb Infotech Limited**

**Date: 7th August, 2025
Place: New Delhi**

**Akshit Singla
Company Secretary & Compliance Officer
M. No. 63841**

NOTES:**1. Dispatch of Annual Report and Notice of AGM through electronic mode:**

In compliance with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, followed by Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") and all other applicable provisions of Companies Act, 2013 and notifications issued by the MCA and SEBI, Notice of the 40th AGM forming part of the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or National Securities Depositories Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL"), collectively ("**Depositories**") /Registrar & Transfer Agent ("**RTA**"), as on cut-off date i.e. 22.08.2025, unless any Member has requested for a physical copy of the same.

Further, in compliance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / RTA / Depositories.

Members may please note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.skywebindia.in under Investor Relations' Section, and may also be accessed from the relevant section of the website of the Stock Exchange i.e. MSE Limited ("**MSE**") at www.msei.in. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.

2. Members who have not registered their e-mail addresses so far are requested to register the same with their Depository Participants ("**DPs**"), in case the shares are held by them in electronic form and with the Company's RTA, in case the shares are held by them in physical form, to support '**Green Initiative**' and for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically.
3. A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself/herself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed herewith for the use of members, if required and marked as Annexure-1. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company addressed to '**Mr. Akshit Singla, Company Secretary and Compliance Officer, Skyweb Infotech Limited, K-20, 2nd Floor, Lajpat Nagar, Part – II, New Delhi-110024**' duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. Forms which are not stamped are liable to be considered invalid. Proxy-holder shall prove his/her identity at the time of attending the meeting. Proxies submitted on behalf of Companies, Societies, etc. must be supported by appropriate resolution or authority, as applicable. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purposes. In case, when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

4. Body Corporate / Institutional Members / Corporate Members (i.e. other than individuals, HUFs, NRI etc.) intending to authorize their representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 ("the Act") are requested to send to the Scrutinizer, a scanned copy (PDF/JPG format) of their respective Board Resolution, Authorization, etc., authorizing their representative to attend and vote on its behalf at the AGM. The said Resolution/Authorization to be sent to the Scrutinizer at his e-mail ID i.e. skbatrapcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Body Corporate / Corporate Members / Institutional Investors shall upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
5. Members/Proxies/Authorised Representatives are requested to bring their duly filled Attendance Slips, enclosed herewith and marked as **Annexure-2**, to attend the AGM along with a valid identity proof such as the PAN Card/Passport/Aadhaar Card/Driving Licence etc.
6. A Route map showing Directions to the venue of the 40th Annual General Meeting and nearby prominent landmark is annexed to this notice and marked as **Annexure-3**.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at its Registered Office at any time between 10:00 A.M. (IST) and 06:00 P.M. (IST) provided that not less than three days' notice in writing is given to the Company.
8. The Explanatory Statement setting out the material facts, pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") and applicable Secretarial Standard, in respect of the Special Business as set out under Item No. 3 of the Notice is annexed hereto as **Annexure-4**.
9. In respect of Item No. 2 & 3, a statement giving additional information on the Directors seeking appointment/re-appointment is annexed hereto as **Annexure-5** as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.
10. Additional information as required pursuant to the provisions of Schedule V of the Act in respect of Item No. 3 of the notice is annexed hereto as **Annexure-6**.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, shall be made available for inspection by the members during the AGM.

All the other relevant documents referred to in this Notice and accompanying Explanatory Statement shall be made available for inspection by the members at the Registered Office of the Company and copies of the same shall be available for inspection at the Corporate Office of the Company during business hours 10:00 A.M. (IST) to 06:00 P.M. (IST) (except Saturday and Sunday) from the date of circulation of notice till the conclusion of AGM and will also be available during the AGM in accordance with the applicable statutory requirements based on the request(s) received by the Company.

Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at info@skywebindia.in.

12. Members may please note that the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 17, 2025 to Tuesday, September 23, 2025 (both days inclusive).
13. Members seeking any information with regard to the financial statements or any other matters proposed in the Notice of AGM are requested to write to the Company at info@skywebindia.in, at least 10 days before the AGM, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No., so that the information is made available by the management at the day of the meeting.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified from time to time.
15. SEBI vide its Circular dated November 17, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN, KYC details and Nomination to the Company's RTA in respect of all concerned Folios, whereas the provisions relating to freezing of folios upon non-submission of any one of the PAN, Address with PIN Code, e-mail address, Mobile Number, Bank Account details, Specimen signature and Nomination by holders of physical securities, has been done away.

Further, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA.

In this regard, SEBI has introduced Form ISR-1 alongwith other relevant documents to lodge any request for registering PAN, KYC, nomination details or any change/ updation thereof.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate certificates; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificates; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filed and signed Form ISR-4 to dematerialize the shares held by them in physical form.

Relevant details and forms prescribed by SEBI, in this regard are available on the website of the Company at www.skywebindia.in under Share Registration Section under Investor Relations at <https://skywebindia.in/share-registration.php>. Members are requested to kindly take note of the same and update their particulars timely.

16. In terms of Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form. Further, transmission and transposition can only be affected in dematerialized form. Accordingly, the shares held in physical form will not be transferred unless they are converted into dematerialized form. Transfers of equity shares in electronic form are effected through the depository system with no involvement of the Company. Hence, members are requested to dematerialize their shares, if held in physical form.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has introduced **a special 6-month window from July 07, 2025 to January 06, 2026** for investors whose physical share transfer requests (submitted before April 01, 2019) were rejected or returned due to documentation issues. Under this new window, such investors can now re-submit their old transfer requests but shares will be transferred only in demat form, not in physical mode. Members are requested to kindly re-lodge their pending transfer requests during this special window.

17. Members are requested to update / notify immediately, any change in their address, bank mandates to their respective DPs with whom they are maintaining their demat accounts or to the Company's RTA at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062, in case shares are held in physical form so that change could be effected in the Register of Members before closure.
18. Pursuant to Section 72 of the Act and relevant SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://skywebindia.in/share-registration.php>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form, quoting their folio number.
19. SEBI vide its Circular dated June 10, 2024, mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company.
20. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the Company is providing facility of remote e-voting facility to its Members to cast their votes electronically in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The separate facility for voting through polling paper shall be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise this right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are annexed to this Notice.
21. The remote e-Voting period shall commence on Saturday, September 20, 2025 at 9:00 A.M. (IST) and shall end on Monday, September 22, 2025 at 5:00 P.M. (IST). During this period, members holding shares either in physical form or in dematerialized form, as on Tuesday, September 16, 2025 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

Those members, who will be present at the AGM 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 polling papers during the AGM.

Members who have cast their vote by remote e-voting prior to the AGM may attend/ participate in the AGM but shall not be entitled to cast their vote on such resolution again at the AGM.

22. 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.
23. In case of joint holders attending the AGM, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e Tuesday, September 16, 2025 will be entitled to vote at the AGM.
24. The Board has appointed Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), as Scrutinizer for conducting the e-Voting process in accordance with the law and in a fair and transparent manner.
25. The voting results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.skywebindia.in and on the website of CDSL at www.cdslindia.com immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchange (MSE) where the shares of Company are listed.
26. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common **Online Dispute Resolution Portal** ("ODR Portal") to raise disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.skywebindia.in/online-dispute-resolution-portal.php>.
27. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID i.e. info@skywebindia.in to enable investors to register their complaints/requests, if any.

**By order of the Board
For Skyweb Infotech Limited**

**Date: 7th August, 2025
Place: New Delhi**

**Akshit Singla
Company Secretary & Compliance Officer
M. No. 63841**

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period will begin on Saturday, 20th September, 2025 at 9:00 A.M. IST and shall remain open till Monday, 22nd September, 2025 at 5:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday, 16th September, 2025 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to Section 108 of the Act read with rules made thereunder and SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and My Easi New (Token) tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME etc., 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 & My Easi New (Token) Tab and then click on registration option 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where 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 with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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 21 09911.
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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-Voting website at www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps, as given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of **Skyweb Infotech Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also a provision to upload Board Resolution / Authorisation/ Power of Attorney etc, if any, in case of Institutional Investor/Corporate Shareholder who wish authorise a person on its behalf, which will be made available to scrutinizer for verification.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution or Power of Attorney, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his e-mail ID: skbatrapcs@gmail.com and to the Company at the e-mail ID: info@skywebindia.in, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- Please provide necessary details like 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 an e-mail to the RTA at their e-mail ID: beetal@beetalfinancial.com and beetalrta@gmail.com.
2. For Demat shareholders - Please update your e-mail ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

- (xix)** Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. 16th September, 2025 may follow the same instructions as mentioned above for e-Voting.

- (xx) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xxi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the company. The Scrutinizer thereafter, shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, after completion of his scrutiny to the Chairman or a person authorized by him in writing who shall countersign the same. The result of the voting will be announced within 2 working days after the conclusion of the meeting at the Registered Office of the Company.
- (xxii) The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website at www.skywebindia.in and on the website of CDSL at www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchange where the shares of Company are listed i.e. MSE. The results of the voting along with the consolidated Scrutinizer's Report will also be displayed at the Notice Board at the Registered Office of the Company.

Note: Please read the instructions printed above before exercising your vote. Remote e-voting shall not be allowed beyond the prescribed date and time.

PROXY FORM
Form No. MGT-11

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2015]*

CIN : **L72200DL1985PLC019763**
Name of the Company : **Skyweb Infotech Limited**
Registered Office : **K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi - 110024**

Name of the member (s) : _____
Registered Address : _____
E-mail ID : _____
Folio No./Client ID/DP ID : _____

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

(1) Name: _____ Address: _____
E-mail ID _____ Signature: _____
or failing him

(2) Name: _____ Address: _____
E-mail ID _____ Signature: _____
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Tuesday, 23rd Day of September, 2025 at 01.00 P.M. at the Registered Office of Company at K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi - 110024 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Ordinary Business:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. To re-appoint Mrs. Renu Gupta (DIN: 00030849), as a Whole-time Director of the Company

Signed this ____ day of ____ 2025

Affix
revenue
stamp of
Re. 1

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- (1) **THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (2) **A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Folio No./Client ID/DP ID : _____

No. of Shares Held : _____

Full Name of the member(s) : _____

Name of the Member/Authorised Representative*: _____

I hereby record my presence at the 40th Annual General Meeting of the Company on Tuesday, 23rd September, 2025 at the Registered Office of the Company at K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi-110024 at 01:00 P.M.

Member's/Proxy's Signature

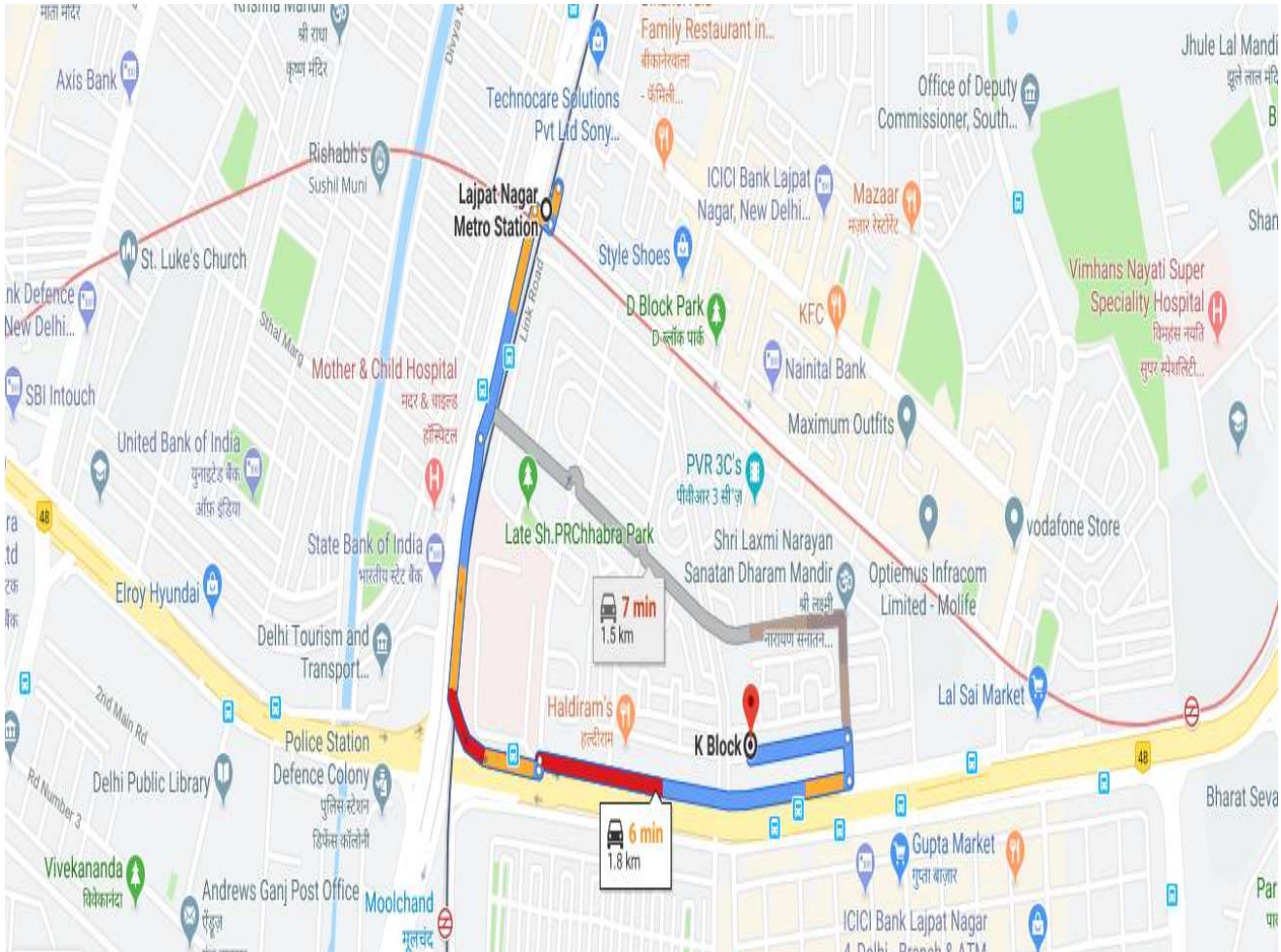
Name in Block Letters

Important Notes:

1. Shareholders/Proxies who will attend the meeting are requested to bring their copies of the Annual Report and Attendance Slip with them.
2. Please fill this attendance slip and hand it over at the entrance of the hall. No Attendance slip will be distributed at the venue.

ROUTE MAP FOR 40TH ANNUAL GENERAL MEETING

Venue: K-20, 2nd Floor, Lajpat Nagar Part – II, New Delhi – 110024



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice as required under Section 102 of the Companies Act, 2013 ("the Act"):

ITEM NO. 3

The members, at the 37th Annual General Meeting of the Company held on September 23, 2022, had provided their approval for change in designation of Mrs. Renu Gupta from Non-Executive Director to Whole Time Director of the Company and appoint her for a term of 3 (Three) consecutive years i.e. from October 01, 2022 till September 30, 2025 (both days inclusive) pursuant to the provisions of Companies Act, 2013 (**'the Act'**). Accordingly, her term as a Whole-time Director will expire on September 30, 2025.

Accordingly, the Nomination and Remuneration Committee ('NRC') after taking into account the performance evaluation report of Mrs. Renu Gupta, during her term of 3 (Three) years and considering her knowledge, skills, expertise, substantial contribution and her involvement in the operations of the Company, at its meeting held on 7th August, 2025, has recommended to the Board, her re-appointment as a Whole-time Director of the Company for a further term of 3 (Three) years w.e.f. October 01, 2025 to September 30, 2028. Further, NRC after taking into consideration, the financial position of the Company, industry trends, Mrs. Renu Gupta's experience, past performance and existing remuneration, approved the remuneration as specified in the Resolution set out under Item No. 3, believing that the remuneration payable to her is commensurate with her duties and responsibilities.

The Company has received from Mrs. Renu Gupta her consent in writing to act as Director and declaration that she is not disqualified in terms of Section 164 of the Act. Also, the Company has received a declaration from her that she satisfies the conditions set out in Part-I of Schedule V to the Act, as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment as the Whole-time Director of the Company.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules framed thereunder, has been received by the Company from a Member, proposing the candidature of Mrs. Renu Gupta for the office of the Director.

In order to comply with the provision of Section 152 of the Act regarding number of Directors liable to retire by rotation, Mrs. Renu Gupta will be considered to be liable to retire by rotation.

Based upon the recommendations of NRC, the Board, considered her knowledge, skills, expertise, rich experience and the involvement of Mrs. Renu Gupta in the operations of the Company and that she possesses the necessary expertise and experience to accelerate the Company's operations and achieve its vision and it would be in the interest of the Company to continue to avail her expertise and to re-appoint her as a Whole-time Director of the Company. In this regard, the Board also considered that she fulfils the conditions specified in the Act, rules framed thereunder for the said re-appointment. Accordingly, the Board at its meeting held on August 07, 2025 approved the terms and conditions of re-appointment of Mrs. Renu Gupta as a Whole-time Director of the Company, for a further term of 3 (Three) years w.e.f. October 01, 2025 to September 30, 2028 along with the remuneration payable to her, which, in

the opinion of Board, is appropriate and justified in view of the scope of her role and the responsibilities entrusted to her & as set out in the resolution under Item No. 3, in line with the Company's Nomination and Remuneration Policy and proposed the same for the approval of members of the Company.

In accordance with the provisions of Section 197 read with Schedule V of the Act, the approval of remuneration payable to Mrs. Renu Gupta will also be subject to the approval of Members.

The Company has incurred losses in the preceding financial year, therefore, pursuant to the provisions of Section 197 read with Schedule V to the Act, in the event of absence and/or inadequacy of profits (calculated under Section 198 of the Act) the Company may pay remuneration to her in accordance with the limits specified in Schedule V, subject to the approval of members by way of a Special Resolution and such approval can be obtained for a period not exceeding three years. Accordingly, the Special Resolution set out in Item No. 3 of the accompanying Notice is being proposed to authorize the Company to pay the approved fixed remuneration to Mrs. Renu Gupta in any financial year during her term of three years, in compliance with the provisions of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mrs. Renu Gupta under Section 190 of the Act.

Brief profile and other requisite details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as **Annexure-5**.

The information as required to be disclosed as per the provisions of Schedule V of the Companies Act, 2013 is given under **Annexure-6** to the Notice.

The Board recommends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Renu Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, in the Company for Item No. 3, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Details of Directors seeking appointment / re-appointment at this Annual General Meeting**(In respect of Item no. 2 and 3)**

(In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Neetesh Gupta	Mrs. Renu Gupta
DIN	00030782	00030849
Designation and Category of Director	Director (Non-Executive)	Whole-time Director (Executive Director)
Nationality	Indian	Indian
Age	39 Years	61 Years
Date of first appointment on the Board	April 13, 2015	May 28, 2019
Qualification and Experience / Brief resume	Mr. Neetesh Gupta holds Master Degree in Business Management from Nottingham University, England and has rich experience of trading in telecommunication sector. He possesses more than 11 years of experience in both technical and operational processes related to new product development, product sourcing and procurement across mobile phones, mobile accessories, Internet-of-Things (IOT) products. He has also gained rich experience in operational and technology management in manufacturing operations related to mobile phones, electronics products etc. Since “Make in India” mandate started under the Government of India. With a strong network of suppliers and vendors across India and other countries, he is a well-connected individual who is natural at learning and exploring new technologies. He has deep understanding of developing products right up from component level and meeting target product costing requirements.	Mrs. Renu Gupta have more than 23 years of exposure in the field of Telecom Industry. She has a remarkable entrepreneurship quality and has been running all associated concerns successfully. She has an acute interest into the diverse business activities of the group.

Expertise in specific functional areas	Mr. Neetesh Gupta possesses expertise in Leadership and Management Skills, Corporate Governance, Stakeholders Relationship, Financial and Risk Management Expertise, Sales and Marketing, In-depth Knowledge of Telecom Sector, Technical planning and foreign alliances; Capital Market; Sustainability and ESG, Board Cohesion.	Mrs. Renu Gupta possesses expertise in Leadership and Management Skills, Corporate Governance, Stakeholders Relationship, Financial and Risk Management Expertise, Sustainability and ESG, Board Cohesion.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not Applicable	Not Applicable
Terms and conditions of appointment / re-appointment	On existing terms & conditions	On existing terms & conditions
Percent of Shareholding in the Company as on the date of notice (including details of shareholding as a beneficial owner, in case of non-executive directors)	30% (3,00,000 equity shares, held by his own)	10.80% (1,08,000 equity shares, held by her own)
Directorships held in other Companies as on date	<p><u>Listed Companies:</u></p> <p>1. Optiemus Infracom Limited</p> <p><u>Other Companies:</u></p> <p>1. Techtube Media Works Private Limited 2. Fidelity Logistic Limited 3. GDN Enterprises Private Limited 4. International Value Retail Private Limited 5. Easycom Network Private Limited 6. Optiemus Infracom Limited 7. Optiemus Electronics Limited</p>	<p><u>Listed Companies:</u></p> <p>NIL</p> <p><u>Other Companies:</u></p> <p>1. Techtube Media Works Private Limited 2. Mobiphone Network India Limited 3. Eye Detectives and Investigations Private Limited 4. G R A Enterprises Private Limited 5. Param Exports and Construction Private Limited 6. Bharat Innovative Glass Technologies Private Limited</p>

	<p>8. Bharat Innovative Glass Technologies Private Limited</p> <p>9. Optiemus Unmanned Systems Private Limited</p> <p>10. Optiemus Vision Technology Private Limited</p> <p>11. Optiemus Display Technology Private Limited</p> <p>12. Optiemus Micro Electronics Private Limited</p>	
<p>Chairmanship/ Membership of the Committees of the Board across all other public Companies of which he/she is a Director as on date (excluding Foreign Companies)</p>	<p><u>Listed Companies:</u></p> <p><u>Optiemus Infracom Limited</u></p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee (Member) • Corporate Social Responsibility Committee (Member) • Risk Management Committee (Member) • Operations and Administration Committee (Member) • Preferential Allotment Committee (Member) <p><u>Skyweb Infotech Limited</u></p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination & Remuneration Committee (Member) <p><u>Other Companies:</u></p> <p><u>Optiemus Electronics Limited</u></p> <ul style="list-style-type: none"> • Operations and Administration Committee (Member) <p><u>International Value Retail Private Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee (Chairman) 	<p>NIL</p>

Name of Listed companies from which the Director has resigned from the Directorship in the past three years	None	Optiemus Infracom Limited
Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive directors)	Last Drawn Remuneration: NIL Proposed Remuneration: NIL	Last Drawn Remuneration: Rs. 50,000/- per month Proposed Remuneration: Rs. 50,000/- per month
Inter-se relationships with Directors and Key Managerial Personnel ("KMP") of the Company	Mr. Neetesh Gupta is son of Mrs. Renu Gupta, Whole-time Director of the Company, No relationship exists with any other Directors/KMP.	Mrs. Renu Gupta is mother of Mr. Neetesh Gupta, Non-Executive Director of the Company. No relationship exists with any other Directors/KMP.
No. of Board Meetings attended during the Financial year 2024-25	6 out of 6	6 out of 6

STATEMENT CONTAINING ADDITIONAL INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT,
2013

(In respect of Item No. 3 of the Notice)

I. GENERAL INFORMATION:

1. Nature of Industry

The Company was incorporated on 3rd January, 1985, in accordance with the provisions of Companies Act, 1956. The Company is engaged in Trading and distribution of Telecommunication and related products and provides various IT enable services.

2. Date or expected date of commencement of commercial production

Not applicable as the Company is already in operations.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators:

The financial performance of the Company on standalone basis is as follows:

(INR in Lakhs)

Particulars	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023
Total Revenue	254.60	498.05	0.07
Total Expenses	268.57	505.96	17.24
Profit before Exceptional & Extraordinary Items and Tax	(13.97)	(7.91)	(17.18)
Exceptional Items	-	-	-
Profit before tax	(13.97)	(7.91)	(17.18)
Profit after tax	(13.97)	(7.91)	(17.18)
Total Comprehensive Income	(13.97)	(7.91)	(17.18)
Earnings per equity share		-	-
Basic	(1.40)	(0.79)	(1.72)
Diluted	(1.40)	(0.79)	(1.72)

5. Foreign Investments or collaborations, if any

During the F.Y. 2024-25, the Company has not made any foreign investment or collaborations.

II. INFORMATION ABOUT APPOINTEE / MANAGERIAL PERSONNEL:

Mrs. Renu Gupta:

(a) Background Details, Job Profile & Suitability:

Mrs. Renu Gupta have more than 23 years of exposure in the field of Telecom Industry. She has a remarkable entrepreneurship quality and has been running all associated concerns successfully. She has an acute interest into the diverse business activities of the group.

Mrs. Renu Gupta is responsible for overall operations of the Company and carry out such duties as may be entrusted to her under the applicable laws and shall exercise such powers as are delegated to her by the Board of Directors.

(b) Past Remuneration and remuneration proposed:

- **Past Remuneration:** Rs. 50,000/- (Rupees Fifty Thousand Only) per month plus other perquisites and allowances. There was no increase in remuneration during last three years.
- **Proposed Remuneration:** Rs. 50,000/- (Rupees Fifty Thousand Only) per month plus other perquisites and allowances as set out under Item no. 3.

(c) Recognition or Awards: None

(d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Taking into account the size of the Company, along with the profile, knowledge, skills, and responsibilities undertaken by Mrs. Renu Gupta, Whole-Time Director, the remuneration being paid to her is fair and appropriate, and is in line with the remuneration structure for similar positions in comparable companies within the industry.

(e) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:

Mrs. Renu Gupta is a Promoter of the Company. She also receives remuneration from the Company and holds 10.80% i.e. 1,08,000 Equity shares of the Company. Further, she is mother of Mr. Neetesh Gupta, Non-Executive Director of the Company.

Apart from the above, Mrs. Renu Gupta has no pecuniary relationship with any other managerial personnel.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

The Company is facing decline in revenue and increase in costs due to several operational challenges and market & external factors.

2. Steps taken or proposed to be taken for improvement:

The management is finding out the new business opportunities in the market.

3. Expected increase in productivity and profits in measurable terms:

Though the telecom industry is undergoing rapid changes, in anticipation of revival of the overall economy in future, the aforesaid steps taken/to be taken by the Company are expected to improve the Company's performance and profitability.

IV. DISCLOSURES:

Requisite disclosure regarding remuneration, fixed components and performance linked incentives along with performance criteria, service contracts, notice period, severance fees, stock options etc. for the F.Y. 2024-25 is given below:

Name of the Director	Mrs. Renu Gupta, Whole-Time Director Amount (In Lakhs)
Basic Salary	3,00,000/-
House Rent Allowance	1,50,000/-
Mobile Allowance	2,400/-
City Compensatory Allowance	1,45,200/-
Child Education Allowance	2,400/-
Pension	-
Perquisites	-
Commission	-
Others (Provident Fund)	-
Performance Incentive	-
Bonus	-
Total	6,00,000/-

Service contracts, notice period, severance fees

The appointment of Mrs. Renu Gupta, Whole-time Director (Executive Director) is governed by resolution passed by the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate service contract is not entered into by the Company with Executive Director. No notice period or severance fee is payable to any Director. The statutory provisions will however apply.

Stock option details

During the year under review, no stock option was granted to Mrs. Renu Gupta.