

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 14th Annual General Meeting of Desco Infratech Limited will be held on Tuesday, 30th September 2025, at 2.00 p.m. through Video conferencing ("VC") or other audio-visual means ("OAVM") to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements:

To consider and adopt the audited financial statements for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Samarth Pankaj Desai as Director

To appoint a director in place of Mr. Samarth Pankaj Desai (DIN: 08019677) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Samarth Pankaj Desai (DIN: 08019677), who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

3. Appointment of Mr. Amulya kumar Jena as Director

To appoint a director in place of Mr. Amulya kumar Jena (DIN: 09594511) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amulya kumar Jena (DIN: 09594511), who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

Special Business:

4. Regularisation of Mr. Yash Gurnani (DIN: 09605466) as Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Yash Gurnani (DIN: 09605466), who was appointed as an Additional Director (Non-Executive Independent) with effect from 04/09/2025 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature, be and is hereby appointed and regularised as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years from the date of this AGM, and whose office shall not be subject to retirement by rotation.

5. Appointment of Secretarial Auditor

To consider and if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 179, 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and such other laws, regulations and guidelines as may be applicable (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, approval of the members be and is hereby accorded for the appointment of M/s M D Baid & Associates, Practicing Company Secretaries (Firm Registration No.: PCS/2004/GJ01/5700), as Secretarial Auditors of the Company for a term of five consecutive financial years, commencing from FY 2025-26 up to FY 2029-30, to conduct the Secretarial Audit of the Company under Section 204 of the Companies Act, 2013 and to issue the Secretarial Audit Report thereon, together with such other services, certificates or reports as may be permissible under applicable laws, at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its Committees thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) be and is hereby authorized to finalize the remuneration, and to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient for the purpose of giving effect to this resolution, including filing necessary forms and submissions with statutory/regulatory authorities, and to accept such modifications, if any, as may be required by the said authorities.

6. Revision in Remuneration of Mr. Pankaj Pruthubhai Desai (DIN: 03344685), Managing Director

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded for the revision in remuneration payable to Mr. Pankaj Pruthubhai Desai (DIN: 03344685), Managing Director of the Company, with effect from 01st October, 2025, on the following terms and conditions:

1. Commission: 0.3% of the total turnover of the Company every financial year, payable annually after the finalization of accounts and subject to the applicable statutory provisions.
2. Perquisites/allowances: As per Company's rules, subject to an overall ceiling under Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms and conditions of commission, perquisites, allowances and other benefits payable to Mr. Pankaj Pruthubhai Desai, in such manner as may be agreed between the Board and Mr. Desai, subject to the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

7. Approval of Related Party Transactions with Desai Associates

To consider and if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions with Desai Associates for the sale and purchase of goods/services, up to an aggregate value not exceeding 30 Crores (Rupees Thirty Crores only) in any financial year, on such terms and conditions as may be mutually agreed upon between the Company and Desai Associates, provided that such transactions shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to negotiate, finalise, vary and execute contracts, agreements or arrangements with Desai Associates and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

8. Approval of Related Party Transactions with Desai Energy Private Limited

To consider and if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions with Desai Energy Private Limited for the sale and purchase of goods/services, up to an aggregate value not exceeding 30 Crores (Rupees Thirty Crores only) in any financial year, on such terms and conditions as may be mutually agreed upon between the Company and Desai Energy Private Limited, provided that such transactions shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to negotiate, finalise, vary and execute contracts, agreements or arrangements with Desai Energy Private Limited and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

**For and on behalf of the Board of Directors
For DESCO INFRATECH LIMITED
(Formerly known as Desco Infratech Private Limited)**

**Sd/-
MUSKAN KHANDAL
Company Secretary & Compliance Officer
M No. A61122**

**Date: 05.09.2025
Place: Surat**

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, followed by Circular No. 20/2020 dated May 05, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, Circular No. 02/2021 dated January 13, 2021, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, (Collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Pursuant to the provisions of Section 113 of the Act, Body/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on cs@descoinfra.co.in from their registered Email ID a scanned copy (PDF/JPG format) of certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 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 AGM without restriction on account of first come first served basis.

In compliance with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No.

SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY 2024-25) and Notice of AGM are being sent in electronic mode to those members / beneficial owners whose e-mail Id's are registered and whose name appears in the Register of Members / Depositories Participant(s) as at closing business hours on Friday, August 29, 2025.

8. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No.4 is annexed as Annexure I hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "(LODR Regulations or Listing Regulations)". Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in Annexure II to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is annexed hereto.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 23rd September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) for the purpose of Annual General Meeting of the Company.

10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Pursuant to 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by Bigshare Services Private Limited.

12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.descoinfra.tech.co.in>. The Notice can also be accessed from the websites of the Stock Exchange i.e. Bombay Stock Exchange of India Limited at www.bseindia.com and also available on the website of I-Vote Bigshare (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.

13. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on 27/09/2025 and will end at 05:00 P.M (IST) on 29/09/2025. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by Bigshare I-vote System.

14. The Company has appointed Mr. Shreyansh Baid to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.

15. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than 2 working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. Bombay Stock Exchange of India Limited placed on the Company's website <https://descoinfra.tech.co.in>.

16. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. 30/09/2025.

17. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23/09/2025 are entitled to vote on the Resolutions set forth in this Notice. A person, who is not a Member as on the cut-off date i.e. 23/09/2025 should treat this Notice for information purposes only.

18. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-Voting, i.e., 23/09/2025 such person may obtain the User ID and Password from Bigshare I-vote by e-mail request on ivote@bigshareonline.com for all future communication members.

Dispatch of Annual Report through Electronic Mode:

19. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022 and January 05, 2023, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members as on cut-off date whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://www.descoinfra.tech.com>, websites of the Stock Exchange, that is, Bombay Stock Exchange of India Limited at www.bseindia.com, respectively, and on the website of Company's E-voting partner at <https://ivote.@bigshareonline.com>.

20. For receiving all communication (including Annual Report) from the Company electronically:

a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. CDSL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.cdsl.com/kyc-attributes/#/login>.

b) The process to be followed for registration/updation of e-mail address by Members holding shares in physical mode, is given in this Notice.

Procedure for Inspection of Documents:

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@descoinfra.co.in.

22. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before 23/09/2025 to cs@descoinfra.co.in. The same will be replied by the Company suitably.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on 27/09/2025 at 9:00 AM and ends on 29/09/2025 at 5:00 PM. 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) of 23/09/2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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 SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

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 email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>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 the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <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 BIGSHARE and you will be redirected to i-Vote 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Type of shareholders	Login Method
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.</p>

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below::

- ▶ You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- ▶ Click on **“LOGIN”** button under the **'INVESTOR LOGIN'** section to Login on E-Voting Platform.
- ▶ Please enter you **'USER ID'** (User id description is given below) and **'PASSWORD'** which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL** demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in **NSDL** demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- o Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- ▶ If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on 'Forgot your password?'

- ▶ Enter "**User ID**" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- ▶ After successful login, Bigshare E-voting system page will appear.
- ▶ Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- ▶ Select event for which you are desire to vote under the dropdown option.
- ▶ Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- ▶ Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- ▶ Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- ▶ Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- ▶ You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- ▶ Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- ▶ Enter all required details and submit.
- ▶ After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- ▶ If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on 'Forgot your password?'

- ▶ Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- ▶ After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- ▶ First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.
- Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- ▶ To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
 - ▶ Select the Event under dropdown option.
 - ▶ Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
 - ▶ Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- ▶ The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> **under Investor login by using the e-voting credentials (i.e., User ID and Password).**
- ▶ After successful login, Bigshare E-voting system page will appear.
- ▶ Click on **“VIEW EVENT DETAILS (CURRENT)”** under 'EVENTS' option on investor portal.
- ▶ Select event for which you are desire to attend the AGM under the dropdown option.

- ▶ For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- ▶ Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- ▶ The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ▶ Only those members/shareholders, who will be present in the AGM 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 AGM.
- ▶ Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

Regularisation of Mr. Yash Gurnani (DIN: 09605466) as Independent Director

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Yash Gurnani (DIN: 09605466) as an Additional Director (Non-Executive Independent Director) with effect from 05/09/2025, in accordance with Section 161 of the Companies Act, 2013. He holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for appointment as a Director.

Mr. Gurnani has submitted a declaration that he meets the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, he possesses the required integrity, expertise and experience which will add significant value to the Board's deliberations.

Pursuant to Regulation 36(3) of SEBI LODR, a brief profile of Mr. Gurnani, including his expertise, qualifications and other directorships, is annexed to this Notice and is also available on the Company's website.

The Board recommends the appointment and regularization of Mr. Yash Gurnani as an Independent Director for a period of 5 consecutive years, not liable to retire by rotation. Accordingly, the resolution is recommended for approval of Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, except Mr. Gurnani, are concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 5:

Appointment of Secretarial Auditor

The provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, mandate every listed company to annex with its Board's Report a Secretarial Audit Report given by a Company Secretary in practice. The Secretarial Auditor is required to examine and report on the compliance of applicable corporate laws, rules, regulations, secretarial standards and other statutory requirements.

Based on the recommendation of the Audit Committee and approval of the Board of Directors, it is proposed to appoint M/s M D Baid & Associates, Practicing Company Secretaries (Firm Registration No.: P2004GJ015700), as Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 up to FY 2029-30.

Apart from conducting the Secretarial Audit under Section 204 of the Act, the Secretarial Auditors may also render such other services, certifications, and reports as may be permissible under applicable laws and regulations, on such terms as may be approved by the Board of Directors (including its Committees thereof). The firm has extensive experience in handling secretarial audits and compliances for listed companies and is considered well suited to undertake these assignments for the Company.

The Board is authorized to determine the remuneration payable to the Secretarial Auditors and finalize the terms and conditions of their appointment.

The Board of Directors recommends the passing of this resolution as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, is in any way interested in the said resolution.

ITEM NO. 6:**Revision in Remuneration of Mr. Pankaj Pruthubhai Desai (DIN: 03344685), Managing Director:**

Mr. Pankaj Pruthubhai Desai (DIN: 03344685) was appointed as Managing Director of the Company with effect from 20th August, 2024 for a period of 5 years. His present remuneration, as approved by the Board, is 1,80,000 per month.

Considering his professional expertise, leadership, long-standing association with the industry, and his significant contribution towards the growth and performance of the Company, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on [date], have recommended revision in his remuneration as follows:

- **Commission:** 0.3% of the total turnover of the Company every financial year, payable annually.

The proposed commission are in line with industry standards and commensurate with the responsibilities shouldered by him. The same is subject to the approval of shareholders by way of special resolution.

The terms of remunerationThe terms are within the limits prescribed under Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013.

The Board recommends the resolution as set out in Item No. 6 of this Notice as a Special Resolution for approval of the members.

Mr. Pankaj Desai, Managing Director, being himself and Mr Malhar Desai and Mr Samarth Desai, being relative of Mr Pankaj Desai are interested in the proposed resolution.

ITEM NO. 7**Approval of Related Party Transactions with Desai Associates:**

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of shareholders is required where the value of transactions with a related party exceeds the prescribed threshold limits.

The Company proposes to enter into transactions with Desai Associates, a related party, for sale and purchase of goods/services, for an aggregate value up to 30 Crores in any financial year.

Although such transactions are in the ordinary course of business and at arm's length price, since the transaction value may exceed the limits prescribed under Rule 15(3), approval of the members is being sought by way of ordinary resolution.

The Audit Committee and the Board of Directors have reviewed and approved the proposed transactions and recommend the same for approval of the members.

Information required under Rule 15(3):

1. **Name of Related Party:** Desai Associates
2. **Name of Director/KMP related:** Pankaj Pruthu Desai
3. **Nature of Relationship: Proprietor of Desai Associates;** Director is interested as proprietor
4. **Nature, duration and particulars of the contract/arrangement:** Sale and purchase of goods/services on an ongoing basis

5. **Material terms of the contract/arrangement:** Transactions at arm's length basis in the ordinary course of business
6. **Value of the transactions:** Up to 30 Crores per financial year
7. **Any advance paid/received:** Nil
8. **Manner of determining the pricing:** At arm's length price comparable with prevailing market conditions

The Board recommends the resolution as set out in Item No.7 of this Notice as an Ordinary Resolution for approval of the members.

Mr. Pankaj Desai, Managing Director, being himself and Mr. Malhar Desai and Mr. Samarth Desai, being relative of Mr Pankaj Desai are interested in the proposed resolution.

ITEM NO. 8:

Approval of Related Party Transactions with Desai Energy Private Limited (formally known as Desai Energy LLP)

Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires the approval of shareholders where the value of transactions with a related party exceeds the prescribed threshold limits.

The Company proposes to enter into transactions with Desai Energy Private Limited, a related party, for sale and purchase of goods/services, up to an aggregate value of 30 Crores in any financial year.

Although such transactions are in the ordinary course of business and at arm's length price, since the transaction value may exceed the limits prescribed under Rule 15(3), approval of the members is being sought by way of ordinary resolution.

The Audit Committee and the Board of Directors have considered and approved the proposed transactions and recommend the same for approval of the members.

Information required under Rule 15(3):

1. **Name of Related Party:** Desai Energy Private Limited
2. **Name of Director/KMP related:** Pankaj Pruthu Desai
3. **Nature of Relationship:** Director is a shareholder in Desai Energy Private Limited.
4. **Nature, duration and particulars of the contract/arrangement:** Sale and purchase of goods/services on an ongoing basis
5. **Material terms of the contract/arrangement:** Transactions at arm's length basis in the ordinary course of business
6. **Value of the transactions:** Up to 30 Crores per financial year
7. **Any advance paid/received:** Nil
8. **Manner of determining the pricing:** At arm's length price comparable with prevailing market conditions

The Board recommends the resolution as set out in Item No.8 of this Notice as an Ordinary Resolution for approval of the members.

Mr. Pankaj Desai, Managing Director, being himself and Mr. Malhar Desai and Mr. Samarth Desai, being relative of Mr. Pankaj Desai are interested in the proposed resolution.

**For and on behalf of the Board of Directors
For DESCO INFRATECH LIMITED
(Formerly known as Desco Infratech Private Limited)**

**Sd/-
MUSKAN KHANDAL
Company Secretary & Compliance Officer
M No. A61122**

**Date: 05.09.2025
Place: Surat**

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Details of Director seeking appointment /re-appointment/regularization at the Annual General Meeting

Name	Mr. Samarth Pankaj Desai	Mr. Amulya kumar Jena	Mr. Yash Mahesh Gurnani
Director Identification Number (DIN)	08019677	09594511	09605466
Date of Birth	13-07-1998	04-02-1975	13-11-1996
Date of Appointment in the Board	16-01-2016	05-05-2022	05-09-2025
Brief Profile	Mr. Samarth Desai is the Executive Director at Desco, with a legal background (B.A. LL.B, Pune) and strong business acumen. He is responsible for leading strategic initiatives, driving operational efficiency, and ensuring regulatory compliance. His leadership has been central to Desco's expansion into new markets and the adoption of technology-driven solutions for improved project	Mr. Amulya Jena, Executive Director at Desco, brings over 26 years of experience in the industry. His deep operational insight and leadership have been instrumental in streamlining project execution across the organization. With a strong focus on efficiency and on-ground coordination, Mr. Jena ensures that Desco's projects are delivered with precision, timeliness, and adherence to quality	Mr. Yash Gurnani is a qualified Company Secretary and an experienced professional in the fields of legal compliance, capital markets, and corporate governance. With a B.Com degree and a Diploma in Cyber Law, he brings a well-rounded understanding of regulatory frameworks and emerging legal issues.
Expertise in specific functional areas	Mr. Desai has expertise in legal and regulatory compliance, project planning and execution, and vendor ecosystem development. He is experienced in leading business expansion into new geographies and verticals, and is instrumental in adopting technology-driven solutions, including AI-based tools, to enhance operational efficiency and governance.	Mr. Jena specializes in project execution, site operations, and cross-functional team management. His vast industry experience enables him to anticipate challenges and drive solutions proactively. Under his guidance, Desco has strengthened its execution capabilities, ensuring smooth implementation of projects across various geographies.	Mr. Gurnani brings expertise in company law, SEBI regulations, cyber law, and capital market practices. He is committed to supporting ethical governance, enhancing compliance systems, and contributing to board-level decision-making with a focus on transparency and long-term value creation.

Member/Chairperson of the Committees of the Company	Member of Stakeholders Relationship Committee and CSR Committee	Not a member and chairman of any committee	NA
Directorship held in other companies	NO	NO	NAVYBLUE PROFESSIONAL PRIVATE LIMITED
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NO	NO	NA
Number of shares held in the Company	608814	0	0
Remuneration drawn	12.70 Lacs	15.20 Lacs	NA
Relationship with other directors, manager and key managerial personnel of the Company	Son of Chairman and brother of Whole-time director	No	No
Number of Meetings of the Board attended during the year	29	29	00