LE TRAVENUES TECHNOLOGY LIMITED

Registered Office: Second Floor, Veritas Building, Sector - 53,
Golf Course Road, Gurugram - 122 002, Haryana, India.
CIN: L63000HR2006PLC071540; Tel: +91 - 124 - 6682111
Email: secretarial@ixigo.com Website: https://www.ixigo.com/

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting **("AGM")** of the members of Le Travenues Technology Limited (the **"Company"**) will be held on **Wednesday, September 30, 2026, at 02:00 P.M. (IST)** through Video Conferencing **("VC")** / Other Audio-Visual Means **("OAVM")** facility i.e., e-AGM via InstaMeet by MUFG Intime India Private Limited, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Financial Statements:

a. the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board and Auditors thereon; and

b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon.

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

"RESOLVED THAT audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon be and are hereby adopted by the members.

RESOLVED FURTHER THAT the board of directors of the Company (the **"Board"**) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

2. Appointment of a director in place of Mr. Frederic Lalonde (DIN: 00739136), who retires by rotation, and being eligible, offers himself for re-appointment

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the rules made thereunder, Mr. Frederic Lalonde (DIN: 00739136), who retires by rotation at this Twentieth Annual General Meeting of the Company and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company.

RESOLVED FURTHER THAT the board of directors of the Company (the **"Board"**) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

SPECIAL BUSINESS:

3. Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (the **"Act"**) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, approval of the members of the Company (**"Members"**) be and is hereby accorded to increase the Authorised Share Capital of the Company from existing ₹501,700,000/- divided into 501,600,000 Equity Shares of ₹1/- each and 10,000 Preference Shares of ₹10/- each to ₹1,000,000,000/- divided into 990,000,000 Equity Shares of ₹1/- each and 1,000,000 Preference Shares of ₹10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"The Authorised Share Capital of the Company is ₹1,000,000,000/- (Rupees One Hundred Crore only) divided into 990,000,000 (Ninety-Nine Crore) Equity Shares of ₹1/- (Rupee One only) each and 1,000,000 (Ten Lakh) Preference Shares of ₹ 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT the board of directors of the Company (the **"Board"**) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

4. Approval for enhancement of the borrowing limits pursuant to Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the **"Act"**) and rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, and in supersession of the earlier resolution passed by the members of the Company at the Annual General Meeting held on July 29, 2021, in this regard, approval of the members of the Company be and is hereby accorded to the board of directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow money on behalf of the Company, from time to time, from one or more of the banks, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, bodies corporate, any other person or entity, denominated in Indian or foreign currency, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company, provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not, at any time, exceed ₹50,000,000,000 (Rupees Five Thousand Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

5. Approval for creation of security on the assets in connection with borrowings under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the **"Act"**) and rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, and in supersession of the earlier resolution passed by the members of the Company at the Annual General Meeting held on July 29, 2021, in this regard, approval of the members of the Company be and is hereby accorded to the board of directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future movable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the **"Assets"**) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

6. Approval for making loans, investments, providing guarantees and/or securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the **"Act"**) and rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, and in supersession of the earlier resolution passed by the members of the Company at the Annual General Meeting held on July 29, 2021, in this regard, approval of the members of the Company be and is hereby accorded to the board of directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company exceeds the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid-up share capital, free reserves and securities premium account, or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the aggregate amount of such loans or investments made, guarantees given and securities provided shall not at any time exceed ₹50,000,000,000 (Rupees Five Thousand Crore Only).

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

By order of the board of directors
For **Le Travenues Technology Limited**

Sd/-
Suresh Kumar Bhutani
(Group General Counsel, Company Secretary & Compliance Officer)
FCS: 6400

Date : August 06, 2026
Place : Gurugram

Le Travenues Technology Limited
CIN: L63000HR2006PLC071540
Registered Office: Second Floor, Veritas Building, Sector - 53,
Golf Course Road, Gurugram - 122 002, Haryana, India.
Tel: +91 - 124 - 6682111; Email: secretarial@ixigo.com
Website: https://www.ixigo.com/

NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred to as the **"Act"**) read with the rules framed thereunder relating to the businesses to be transacted at the Twentieth Annual General Meeting (hereinafter referred to as **"AGM"**) as set out from Item No(s). 3 to 6 in the notice, is annexed herewith and forms part of this Notice.

2. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India in respect of the Director seeking reappointment at the AGM as set out in Item No. 2, are set out in Annexure and forms part of this Notice.

3. The Ministry of Corporate Affairs had via General Circular No. 20/2020 dated May 05, 2020, and General Circular No. 03/2025 dated September 22, 2025 (collectively **"MCA Circulars"**), permitted companies to conduct annual general meeting through video conferencing (**"VC"**) or Other Audio-Visual Means (**"OAVM"**). In compliance with the MCA Circulars and applicable provisions of the Act, the AGM is being convened and conducted through VC / OAVM i.e., e-AGM via InStaMeeT by MUFG Intime India Private Limited (**"MUFG"**), without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed in this Notice.

4. For convening the e-AGM via InStaMeeT, necessary arrangements have been made by the Company with MUFG and instructions for the process to be followed for attending and participating in the e-AGM forms part of this Notice.

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during AGM, to its members in respect of the businesses to be transacted at the AGM.

   For this purpose, necessary arrangements have been made by the Company with MUFG to facilitate remote e-voting and e-voting during AGM. The instructions for the process to be followed for remote e-voting and e-voting during AGM forms part of this Notice.

6. Pursuant to the provisions of the Act, a member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since the AGM is being convened through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, as per the provisions of Regulation 44 of the SEBI Listing Regulations, the facility for appointment of proxies by the members will not be available for the AGM held through electronic mode, and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

7. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

8. Pursuant to Section 113 of the Act, representatives of Institutional / Corporate Members (i.e., other than individuals / HUF, NRI, etc.) may be appointed for the purpose of voting through remote e-voting or for participation and e-voting during the AGM to be conducted through VC / OAVM. Corporate Members intending to vote or attend the AGM through their authorised representatives are requested to send a certified true copy of the resolution of the board / governing body and power of attorney, (PDF / JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said resolution / authorisation shall be sent to the Company by e-mail through registered e-mail address of the corporate member at secretarial@ixigo.com with a copy to enotices@in.mpms.mufg.com.

9. The facility for joining the AGM through VC / OAVM will be opened 15 minutes before the scheduled start time of the AGM i.e., 01:45 P.M. (IST). The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on a first come first served basis. These restrictions will not apply in respect of large shareholders (i.e., shareholders holding 2% or more shares), institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.

10. In compliance with MCA Circulars and SEBI Listing Regulations, the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those members whose names appear in the Register of Members / Beneficial Owners maintained by the Depositories as on Friday, August 28, 2026, and whose email addresses are registered with the Company / Depositories. Members may note that this Notice will also be available on the website of the Company i.e., https://www.ixigo.com/ and can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of MUFG at https://instavote.linkintime.co.in

    Further, in terms of Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent to shareholders whose email addresses are not registered with the Company/ Depositories, at their registered address.

11. Manner of registering / updating e-mail address: Members whose email address is not registered, are requested to get the same registered / updated through the following procedure:

a) Members holding shares in dematerialised mode can get their email address registered / updated only by contacting their respective Depository Participant.

b) Members holding shares in physical mode may register / update their email address with the RTA by writing to them at enotices@in.mpms.mufg.com

12. All documents referred to in the notice and explanatory statement and the register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Act and the certificate issued by DPV & Associates LLP, Secretarial Auditors, certifying that the employees stock option schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic mode. The members may inspect the same by sending a request to the Company at secretarial@ixigo.com.

13. Members holding shares as on the cut-off date i.e., **Wednesday, September 23, 2026**, and who would like to express their views or ask questions during the AGM may register themselves by sending a request from their registered email id mentioning their name, DP id and Client id/ folio number, PAN and mobile number at secretarial@ixigo.com. The Speaker Registration will be open from **09:00 A.M. (IST) Friday, September 25, 2026, till 05:00 P.M. (IST) Tuesday, September 29, 2026**. Only those Members who are registered will be allowed to express their views or ask questions. The members may send their questions in advance within the stipulated period to enable the management to respond to these queries objectively at the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

14. The Company has appointed Mr. Surya Kant Gupta, Practicing Company Secretary (Membership No. F9250), as the Scrutinizer for scrutinizing the remote e-voting and e-voting process to ensure that the process is carried out in a fair and transparent manner.

15. The Member whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e., **Wednesday, September 23, 2026**, will only be considered for the purpose of remote e-voting and e-voting.

16. The remote e-voting facility commences from **09:00 A.M. (IST) Friday, September 25, 2026, till 05:00 P.M. (IST) Tuesday, September 29, 2026**. The remote e-voting shall be disabled by MUFG after aforesaid period.

17. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Wednesday, September 23, 2026**.

18. Members are requested to quote their Registered Folio Number or Demat Account Number in all correspondence with the Company. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote at the AGM.

19. The Members attending the AGM who are entitled to vote but have not exercised their right to vote through remote e-voting, may vote during the AGM through e-voting for all businesses specified in the accompanying Notice. The members who have exercised their right to vote by remote e-voting may attend the AGM but shall not vote at the AGM.

20. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e., **Wednesday, September 23, 2026**, may obtain the User ID and password by sending a request at enotices@in.mpms.mufg.com. However, if a member is already registered with MUFG for remote e-voting and e-voting then existing User ID and password can be used for casting vote.

21. A person who is not a member as on the cut-off date i.e., **Wednesday, September 23, 2026**, should treat this Notice for information purposes only.

22. Members can avail the facility of nomination in respect of the equity shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Company. Further, members desirous of cancelling / varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH-14 to the Company. These forms will be made available on request.

23. Any assistance required in relation to e-voting shall be addressed to Mr. Rajiv Ranjan, Assistant Vice President, e-voting, MUFG, C - 101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083; Helpdesk: 022 - 49186000 / 49186175; E-mail: enotices@in.mpms.mufg.com.

24. The Scrutinizer shall, after the conclusion of AGM, submit the consolidated scrutinizer's report (i.e., votes cast through remote e-voting and e-voting during AGM) to the Chairman of AGM after completion of scrutiny and the results will be announced by the Chairman or any other person authorised by the Chairman. Based on the Scrutinizer's report, the result will be declared within two working days from conclusion of AGM and the details of result along with Scrutinizer's Report will be placed on the website of the Company at www.ixigo.com and can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of MUFG at https://instavote.linkintime.co.in.

INSTRUCTIONS FOR E-VOTING AND PROCESS AND MANNER FOR JOINING THE ANNUAL GENERAL MEETING THROUGH VC / OAVM ARE AS FOLLOWS:

A. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 updated till January 30, 2026, 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 correctly in their demat accounts to access remote e-voting facility.

Login method for individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and Password.

e) Follow steps given above in points (a-d) above.

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com.

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered mobile and email as recorded in Demat Account.

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of their demat account through their depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / non-individual shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / non-individual shareholders holding securities in demat mode as on the Cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in and click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in and click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.

- Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

   2) 'Investor's Name - Enter Investor's Name as updated with DP.

   3) 'Investor PAN' - Enter your 10-digit PAN.

   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   Note: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

d) Event No. can be viewed on the home page of InstaVote under "On-going Events".

e) Enter "16-digit Demat Account No.".

f) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

h) Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

HELPDESK:

Shareholders holding securities in physical mode / non-individual shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / non-individual shareholders holding securities in demat mode facing any technical issue in login may contact InstaVote helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911

Forgot Password:

Individual shareholders holding securities in physical mode / non-individual shareholders holding securities in demat mode:

Individual shareholders holding securities in physical mode / non-individual shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated September 22, 2025, the companies can continue to conduct their general meetings by means of Video Conferencing (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the **16-digit demat account number**.
- Shareholders holding shares in physical form shall select check box **– Folio No.** and enter the **Folio Number registered with the company**.
- Shareholders shall select check box **– PAN** and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the **sequence number** provided by MUFG Intime, if applicable.
- **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- **Email ID:** Email id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address at secretarial@ixigo.com.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members who will be present in the General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact InstaMeet helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: Tel: 022 – 4918 6000 / 4918 6175.

Statement Pursuant to Section 102(1) of the Companies Act, 2013 (the "Act")

Item No. 3

Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

The existing Authorised Share Capital of the Company is ₹501,700,000 (Rupees Fifty Crore Seventeen Lakh only), comprising:

- 501,600,000 (Fifty Crore Sixteen Lakh) Equity Shares of ₹1 each; and
- 10,000 (Ten Thousand) Preference Shares of ₹10 each.

The utilisation of the existing Authorised Share Capital during the last two financial years is set out below:

Particulars	FY 2024 - 25	FY 2025 - 26
Authorised Equity Shares	**501,600,000**	**501,600,000**
Equity shares outstanding at the beginning of the financial year	372,965,596	390,110,629
Equity shares issued through public issue	12,903,225	-
Equity shares issued through preferential allotment	-	46,270,092
Equity shares allotted pursuant to the exercise of stock options	4,241,808	1,802,806
Equity shares outstanding at the end of the financial year	**390,110,629**	**438,183,527**
Balance unissued Authorised Equity Shares	111,489,371	63,416,473
Authorised Preference Shares	10,000	**10,000**
Preference Shares issued/allotted	-	-
Total Authorised Share Capital	₹501,700,000	**₹501,700,000**
Total issued, subscribed and paid-up share capital	**₹390,110,629**	**₹438,183,527**

As of March 31, 2026, the Company had issued 438,183,527 Equity Shares against 501,600,000 Authorised Equity Shares, leaving a balance of 63,416,473 Equity Shares available for future issuance. During FY 2025-26, the Company issued an aggregate of 48,072,898 Equity Shares through preferential allotment and allotment pursuant to the exercise of employee stock options.

Considering the available headroom, the historical utilisation of the Authorised Share Capital and the Company's anticipated medium to long-term capital requirements, the Board of Directors of the Company (the **"Board"**), at its meeting held on August 06, 2026, approved, subject to the approval of the Members, an increase in the Authorised Share Capital from ₹501,700,000 (Rupees Fifty Crore Seventeen Lakh only) to ₹1,000,000,000 (Rupees One Hundred Crore only), divided into:

- 990,000,000 (Ninety-Nine Crore) Equity Shares of ₹1 each; and
- 1,000,000 (Ten Lakh) Preference Shares of ₹10 each.

The additional Authorised Share Capital is intended to provide the Company with the adequate flexibility to raise funds and issue securities, as may be considered appropriate, for specific corporate purposes such as financing organic and inorganic growth opportunities, strategic investments or acquisitions, meeting working-capital and general corporate requirements, and fulfilling obligations under employee stock option schemes. Any such issuance will be undertaken only after obtaining the approvals required under applicable law.

The proposed increase in Authorised Preference Share Capital is intended to provide flexibility in determining the appropriate form of capital for future fund-raising or strategic transactions.

As on the date of this Notice, the Board has not approved any specific issuance, fundraising, acquisition or other transaction involving the additional Authorised Share Capital. The proposed increase is an enabling measure and will not, by itself, result in the issuance or allotment of any securities or dilution of the shareholding of the existing Members. Any future issuance will be undertaken in accordance with applicable law and after obtaining the approval of the Members and other statutory or regulatory approvals, wherever required.

Consequent to the proposed increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company, being the capital clause, is proposed to be substituted with the following:

"The Authorised Share Capital of the Company is ₹1,000,000,000/- (Rupees One Hundred Crore only) divided into 990,000,000 (Ninety-Nine Crore) Equity Shares of ₹1/- (Rupee One only) each and 1,000,000 (Ten Lakh) Preference Shares of ₹ 10/- (Rupees Ten only) each."

Pursuant to Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, the proposed increase in the Authorised Share Capital and the consequent alteration of Clause V of the Memorandum of Association require the approval of the Members by way of an Ordinary Resolution.

Copies of the existing Memorandum of Association and the Memorandum of Association incorporating the proposed amendment to Clause V will be available for inspection by the Members in electronic mode. Members wishing to inspect or obtain electronic copies of these documents may write to the Company at secretarial@ixigo.com.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their respective shareholding in the Company, if any.

The Board considers the proposed increase in the Authorised Share Capital to be in the best interests of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the Members.

Item No. 4

Approval for enhancement of the borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the **"Act"**) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the board of directors of the Company are empowered to borrow monies on behalf of the Company. However, where the monies to be borrowed, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, the approval of the Members by way of a special resolution is required.

The Members of the Company, at the Annual General Meeting held on July 29, 2021, had approved the borrowing of monies in excess of the limits specified under Section 180(1)(c) of the Act, up to an aggregate amount of ₹10,000,000,000 (Rupees One Thousand Crore Only).

Based on the standalone financial statements as on March 31, 2026, the aggregate of the Company's paid-up share capital, free reserves and securities premium for the purposes of Section 180(1)(c) was as follows:

Particulars	**Amount (₹ in crore)**
Paid-up share capital	43.82
Free reserves / (accumulated losses)	(66.56)
Securities premium	2,005.66
Capital redemption reserve	0.01
Aggregate statutory threshold under Section 180(1)(c)	**1,982.92**

Accordingly, the present statutory threshold of ₹ 1,982.92 crore is higher than the existing shareholder approved limit of ₹1,000 crore. The existing approval of ₹1,000 crore therefore no longer provides the Company with any additional borrowing authority beyond the amount otherwise permitted under Section 180(1)(c) and is no longer aligned with the Company's present capital base.

As on March 31, 2026, the Company's total outstanding borrowings were ₹24.55 crore on both a standalone and consolidated basis. The entire amount comprised short-term borrowings, and the Company had no long-term borrowings on either a standalone or consolidated basis.

The Company's sanctioned and utilised credit facilities as at March 31, 2026 were as follows:

Type of facility	**Sanctioned (₹ in crore)**	**Utilised (₹ in crore)**	**Available / unutilised (₹ in crore)**
Fund-based facilities	95.30	24.55	70.75
Non-fund-based facilities	30.00	9.18	20.82

The Company continues to evaluate opportunities for organic expansion as well as strategic investments and acquisitions in businesses, assets and technologies that complement its existing operations. Such opportunities may arise at short notice and, depending on their size and timing, may require the Company to arrange acquisition finance, term loans, bridge facilities or other banking facilities within a limited execution period.

Since the statutory threshold under Section 180(1)(c) already exceeds the existing shareholder approved limit of ₹1,000 crore, the present approval has limited practical utility as a borrowing framework. The proposed ₹5,000 crore limit is therefore intended to provide adequate headroom for short term, medium term and long term financing requirements, and enable the Company to respond to suitable opportunities without avoidable delay.

The additional borrowing capacity may be used for organic growth, strategic investments and acquisitions, working capital and operational requirements, capital expenditure, refinancing and general corporate purposes. No fixed amount has been earmarked for any individual purpose because the size and timing of future opportunities cannot presently be determined. The proposed limit represents only the maximum borrowing capacity and does not mean that the entire amount will be borrowed immediately. Borrowings, if any, will be undertaken from time to time based on actual requirements, approved business plans, available internal resources, market conditions and cost of funds.

The average cost of the Company's debt during FY 2025-26 was 8.33% per annum. The Company has not defaulted in repayment of principal or interest amount.

The Company follows a prudent approach to borrowing. The proposed ₹5,000 crore limit is only a maximum enabling limit and the Company does not intend to borrow the entire amount at one time. Borrowings will be undertaken in phases, based on actual requirements, cash flows, available liquidity, market conditions and cost of funds.

The final terms of each borrowing, including tenure, interest rate or pricing mechanism, repayment schedule, security, covenants and other applicable conditions, will be determined by the Board, having regard to the Company's funding requirements, prevailing market conditions, credit profile and cost of funds.

The borrowing limit will continue unless it is modified or replaced with the approval of the Members, as may be required under applicable law. The Board will review the adequacy of the limit periodically and, in any event, at least once every five years. If the Board determines that an increase in the approved limit is required, the Company will seek fresh approval from the Members, in accordance with applicable law.

The Board at its meeting held on August 06, 2026, approved and recommended for the Members approval the enhancement of the borrowing limit under Section 180(1)(c) of the Act up to an aggregate amount of ₹5,000 crore.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

In consideration of the above, the Board recommends the resolution set out in this Notice at Item No. 4 for approval by the Members as a Special Resolution.

Item No. 5

Approval for creation of security on the assets of the company in connection with borrowings under Section 180 (1) (a) of the Companies Act, 2013

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the **"Act"**) read with the Companies (Meetings of Board and its Powers) Rules, 2014, the board of directors of the Company is empowered to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or, where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking, subject to the approval of the Members by way of a special resolution, and such approval is also required to enable the disposition of, or creation of security over the assets as stated above in favour of the lenders to secure the borrowings of the Company up to the approved borrowing limits under Section 180(1)(c).

The Members of the Company, at the Annual General Meeting held on July 29, 2021, had approved the creation of mortgages, charges, hypothecations, liens, pledges and other encumbrances over the assets of the Company to secure borrowings up to an aggregate principal amount of ₹1,000 crore.

The Company is also seeking the approval of the Members under Item No. 4 of this Notice to enhance its borrowing limit under Section 180(1)(c) of the Act. Certain borrowings may require the Company to provide security over its assets as a condition of financing. The proposed authority under Item No. 5 is therefore intended to enable the Company to create such security, where required, within the borrowing limit approved by the Members under Item No. 4.

The authority under Item No. 5 is consequential to the borrowing authority sought under Item No. 4 and does not permit any borrowing in excess of that limit.

The proposed authority will enable the Company to create security for short term, medium term or long term fund based and non-fund based facilities, including working capital facilities, term loans, bridge facilities, and other permitted debt instruments.

Such borrowings may be used for organic expansion, strategic investments and acquisitions, working capital and operational requirements, capital expenditure, refinancing and general corporate purposes, as described under Item No. 4 of the Notice.

Depending upon the nature and terms of a borrowing, the Company may be required to create security over all or any part of its present or future movable or immovable assets, including receivables and other current assets, bank deposits, investments, property, plant and equipment, intangible assets and any undertaking of the Company.

Since no specific financing arrangement requiring security has presently been approved, the particular assets to be charged cannot be identified at this stage. The assets to be charged and the extent of security will be determined when the relevant financing arrangement is entered into, based on the amount and purpose of the borrowing, the nature and value of the assets and the requirements of the lender.

The aggregate amount of indebtedness secured over the Company's assets will not exceed the borrowing limit approved by the Members under Item No. 4 of the Notice. Accordingly, the authority sought for creation of security under Item No. 5 will not be higher than the corresponding borrowing authority under Section 180(1)(c) of the Act.

Secured financing may enable the Company to obtain competitive pricing, longer repayment periods or improved availability of credit compared with unsecured financing.

The proposed authority is an enabling authority and does not create any mortgage, charge or other security automatically. Security will be created only for borrowings actually raised by the Company and only to the extent required under the relevant financing arrangements.

The authority will continue unless it is modified or replaced with the approval of the Members, as required under applicable law. The Board will review the adequacy of the authority periodically and, in any event, at least once every five years. If an increase in the approved limit is required, the Company will seek fresh approval from the Members in accordance with applicable law.

The Board, at its meeting held on August 06, 2026, approved and recommended the enhancement of the authority for creation of mortgages, charges and other security interests over the present and future assets and undertaking of the Company, within the borrowing limit approved under Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

In consideration of the above, the Board recommends the resolution set out in this Notice at Item No. 5 for approval by the Members as a Special Resolution.

Item No. 6

Approval for making loans, investments, providing guarantees and/or securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (the **"Act"**), the Company is required to obtain prior approval of the Members by way of a special resolution where the aggregate of loans, guarantees, securities and investments proposed to be made by the Company exceeds sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher.

The Members of the Company, at the Annual General Meeting held on July 29, 2021, had approved giving loans, providing guarantees, securities and making investments up to an aggregate limit of ₹1,000 Crore.

Based on the standalone financial statements as at March 31, 2026, the limits available to the Company under Section 186(2) of the Act were as follows:

Particulars	Amount (₹ in crore)
60% of paid-up share capital, free reserves and securities premium	1,189.75
100% of free reserves and securities premium	1,939.09
Applicable limit under Section 186(2)	**1,939.09**

The present statutory limit of ₹ 1,939.09 crore is higher than the existing shareholder approved limit of ₹1,000 crore. Consequently, the existing approval no longer provides the Company with any additional authority beyond the amount otherwise permitted under the Act and is no longer aligned with the Company's present capital base.

Existing utilisation and available headroom

As at March 31, 2026, the Company's existing exposure was as follows:

Nature of exposure	Amount (₹ in crore)
Investments in body corporates	211.54
Loans to bodies corporate	-
Guarantees or securities provided for bodies corporate	-
Total	**211.54**
Available headroom under the existing shareholder limit	**788.46**
Available headroom under the present statutory limit	**1,727.55**

The Company continues to evaluate opportunities for organic expansion and strategic investments and acquisitions in businesses, assets and technologies that complement its existing operations. Such opportunities may be undertaken directly by the Company or through its subsidiaries and may require investments or financial support to be made within a limited execution period.

The proposed authority may also be used to support the working capital, operational and capital expenditure requirements of subsidiaries, joint ventures or associates, where considered commercially appropriate, and to deploy temporary surplus funds in permitted treasury investments.

The proposed ₹5,000 crore limit is a fixed aggregate enabling ceiling and does not mean that the entire amount will be invested, advanced or committed immediately. No specific transaction requiring utilisation of the proposed limit has presently been approved.

Loans, investments, guarantees and securities will be made or provided in phases, based on actual requirements, identified business opportunities, available internal resources and the financial position of the Company and the proposed recipient.

Transactions under the proposed authority may be funded through internal accruals, existing cash and liquid investments, equity funds and borrowings within the borrowing limit approved by the Members under Section 180(1)(c) of the Act. Transactions may include loans, investments, guarantees or securities for subsidiaries, joint ventures, associates, strategic/acquisition opportunities and permitted treasury investments.

The Company is a professionally managed company and does not have any identifiable promoter or promoter group under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Companies Act, 2013, so inter-corporate transactions cannot be undertaken with companies in which the promoters have shareholding or control.

The Board, at its meeting held on August 06, 2026, approved and recommended for the approval of the Members the proposal to make loans, investments and provide guarantees or securities up to an aggregate outstanding amount of ₹5,000 crore, notwithstanding that the aggregate amount may exceed the limits prescribed under Section 186(2) of the Act.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

In consideration of the above, the Board recommends the resolution set out in this Notice at Item No. 6 for approval by the Members as a Special Resolution.

ANNEXURE

Details of the director seeking re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India

Name of Director	Mr. Frederic Lalonde
DIN	00739136
Age	52 years
Qualification	Does not hold any formal educational qualifications
Experience and expertise in specific functional areas	Frederic Lalonde is a Non-Executive Director of our Company and has been with our Company in various positions on our Board since 2011. He is the founder and CEO of Hopper, an airfare and hotel fare prediction mobile application. He brings with him strong industry knowledge and expertise in technology and e-commerce, along with proven leadership capabilities, extensive board service and governance experience.
Terms and conditions of re-appointment	Mr. Frederic Lalonde is being re-appointed as a Non-Executive Director, liable to retire by rotation.
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of the first appointment on the Board	Mr. Frederic Lalonde was appointed as a Non-Executive Independent Director on July 29, 2021. Further, on September 29, 2023, he was redesignated as a Non-Executive Director of the Company.
Shareholding in the Company	Nil
Relationship with other Directors / Manager / KMP	None
Number of Board Meetings attended during the year	Mr. Frederic Lalonde has attended two board meetings held during FY 2025-26.
Directorship in other companies	• Hopper Inc. • Bolton Lakeview Holdings Inc.
Listed entities from which he has resigned/exited in the past three years	Nil
Chairmanships/ membership of the committees	**Le Travenues Technology Limited** • Corporate Social Responsibility Committee - Member **Other Companies - Nil**
No Disqualification or Debarment	Mr. Frederic Lalonde is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and is not debarred from holding the office of director by virtue of any order by the Securities and Exchange Board of India.