

NOTICE OF **18TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the 18th Annual General Meeting (AGM) of the Members of Infinity Infoway Limited will be held as per the details mentioned below:



AI-Driven
Innovation



Scalable
Solutions



Secure
Ecosystems



Sustainable
Growth



ZeroTouch[™]

INNOVATE. INTEGRATE.
TRANSFORM.

Building a Smarter, Secure & Sustainable Future



www.infinityinfoway.com

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of INFINITY INFOWAY LIMITED will be held on **Friday, 07 August, 2026, at 11:00 a.m. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2026, together with the reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2026, together with the Report of Auditors thereon.

3. Appointment of a Director retiring by rotation:

To appoint a director in place of Mr. Dhirajlal Bhanjibhai Gadhetriya (DIN: 07199208), Chairman & Whole-time Director, who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS

4. AUTHORITY TO THE BOARD OF DIRECTORS TO BORROW MONEY IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) 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), amendment(s) or re-enactment(s) thereof for the time being in force and in terms of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof) to borrow from time to time any sum or sums of money, as may be required for the purposes of the business of the Company, 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 of the paid-up share capital, free reserves and securities premium account of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed Rs100,00,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to borrow such sums through loans, credit facilities, overdraft facilities, working capital facilities, term loans, external borrowings, issue of debentures, bonds or any other debt instruments, whether secured or unsecured, on such terms and conditions as the Board may deem fit and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, writings and instruments as may be necessary, proper or expedient and to settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of its powers herein conferred to any Director(s), Key Managerial Personnel or Officer(s) of the Company.”

5. AUTHORITY TO THE BOARD OF DIRECTORS TO MORTGAGE, HYPOTHECATE AND/OR CREATE CHARGES ON THE ASSETS, PROPERTIES AND UNDERTAKINGS OF THE COMPANY IN TERMS OF SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof) to create such charges, mortgages, hypothecations, pledges and/or other securities, in addition to the existing charges, mortgages, hypothecations and securities created by the Company, on all or any of the movable and/or immovable properties, tangible and/or intangible assets of the Company, both present and future, and/or the whole or substantially the whole of any undertaking(s) of the Company, in such manner and ranking and on such terms and conditions as may be deemed fit by the Board, in favour of banks, financial institutions, non-banking financial companies, lenders, trustees, security trustees, debenture trustees and/or any other persons or entities for securing the borrowings, financial assistance, loans, credit facilities, debentures, bonds or other debt instruments availed or to be availed by the Company from time to time.

RESOLVED FURTHER THAT the security so created may secure the principal amount together with interest, additional interest, compound interest, liquidated damages, commitment charges, premium on prepayment, costs, charges, expenses and all other monies payable by the Company in terms of the respective financing documents and agreements entered into or to be entered into by the Company with the lenders and other concerned parties, subject to the overall borrowing limits approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013, not exceeding Rs.100,00,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior, pari passu, subservient or otherwise with or to the mortgages and/or charges

already created or to be created by the Company in such manner and ranking as may be considered appropriate by the Board and agreed between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (including any Committee thereof) be and is hereby authorised to finalise, settle and execute all deeds, documents, agreements, declarations, writings and other instruments as may be necessary and to do all such acts, deeds, matters and things as may be required, expedient or desirable in connection therewith and to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel or Officer(s) of the Company.”

6. APPROVAL FOR GIVING LOANS OR PROVIDING GUARANTEES OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to advance any loan including any loan represented by book debt, and/or give any guarantee, and/or provide any security in connection with any loan availed or to be availed by any entity in which any Director of the Company is interested or deemed to be interested within the meaning of Section 185 of the Companies Act, 2013, including anybody corporate, subsidiary, associate company, joint venture or any other person covered under the provisions of Section 185 of the Act, up to an aggregate outstanding amount not exceeding ₹50,00,00,000 (Rupees Fifty Crores Only) at any point of time, on such terms and conditions as the Board may deem fit in the interest of the Company.

RESOLVED FURTHER THAT the loans so granted and/or guarantees so given and/or securities so provided shall be utilised by the borrowing entity only for its principal business activities in compliance with the provisions of Section 185 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and decide the terms and conditions of such loans, guarantees and/or securities, including interest, tenure, repayment schedule and other related matters and to execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution.”

7. AUTHORIZE BOARD OF DIRECTORS TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Articles of Association of the Company and such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for making investment(s) in excess of the limits specified under Section 186 of the Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or other person/entity, whether in India or outside India, as may be considered appropriate, for an aggregate amount not exceeding Rs.100,00,00,000/- (Rupees One Hundred Crores Only), notwithstanding that such investments, loans, guarantees and securities together with the existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under Section 186(3) of the Companies Act, 2013, i.e., sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to settle any question, difficulty or doubt that may arise in this regard and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, proper, desirable or expedient and to pay such fees and incur such expenses in relation thereto as may be considered appropriate."

8. APPROVAL FOR PAYMENT OF MANAGERIAL REMUNERATION IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 TO EXECUTIVE DIRECTORS OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for payment of managerial remuneration to the Executive Directors of the Company, in excess of the limits specified under Section 197 of the Companies Act, 2013 and/or in excess of the limits specified under Schedule V to the Act in the event of inadequacy or absence of profits, for a period of three (3) years commencing from August 1, 2026 and ending on July 31, 2029, on such terms and conditions and within such overall limits as may be approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the aggregate remuneration payable to all Executive Directors of the Company during the aforesaid period shall not exceed the limits and ceiling

specified in the Explanatory Statement annexed to this Notice and may be revised, modified, enhanced or varied by the Board of Directors and/or Nomination and Remuneration Committee from time to time within the overall limits approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, forms and writings and take all such steps as may be necessary, desirable or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

9. APPROVAL OF REVISION OF MANAGERIAL REMUNERATION OF MR. BHAVESHKUMAR DHIRAJLAL GADHETHRIYA (DIN: 01453088), MANAGING DIRECTOR.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Articles of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Bhaveshkumar Dhirajlal Gadhethriya (DIN: 01453088), Managing Director of the Company, from the existing remuneration of ₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum to ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with effect from August 1, 2026 Till July 31, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee be and are hereby authorized to alter, vary and revise the terms and conditions of remuneration, including perquisites, allowances and other benefits, from time to time, provided that the aggregate remuneration payable to Mr. Bhaveshkumar Dhirajlal Gadhethriya shall not exceed ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum during the approved tenure unless otherwise approved by the Members in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be considered necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in relation thereto.”

10. APPROVAL OF REVISION OF MANAGERIAL REMUNERATION OF MR. DHIRAJLAL BHANJIBHAI GADHETHRIYA (DIN: 07199208), CHAIRMAN & WHOLE-TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Articles of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to **Mr. Dhirajlal Bhanjibhai Gadhetriya (DIN: 07199208), Chairman & Whole-Time Director of the Company**, from the existing remuneration of **₹13,20,000/- (Rupees Thirteen Lakhs Twenty Thousand Only) per annum** to **₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum**, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Annexure I forming part of this Notice, with effect from August 1, 2026 Till July 31, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee be and are hereby authorized to alter, vary and revise the terms and conditions of remuneration, including perquisites, allowances and other benefits, from time to time, provided that the aggregate remuneration payable to Mr. Dhirajlal Bhanjibhai Gadhetriya shall not exceed ₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum during the approved tenure unless otherwise approved by the Members in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be considered necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in relation thereto.”

11. APPROVAL OF REVISION OF MANAGERIAL REMUNERATION OF MR. NIKUNJ VRAJLAL GAJERA (DIN: 10481122), WHOLE-TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Articles of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to **Mr. Nikunj Vrajlal Gajera (DIN: 10481122), Whole-Time Director of the Company**, from the existing remuneration of **₹10,20,000/- (Rupees Ten Lakhs Twenty Thousand Only) per annum** to **₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum**, on the terms and conditions as set

out in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Annexure I forming part of this Notice, with effect from August 1, 2026 Till July 31, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee be and are hereby authorized to alter, vary and revise the terms and conditions of remuneration, including perquisites, allowances and other benefits, from time to time, provided that the aggregate remuneration payable to Mr. Nikunj Vrajlal Gajera shall not exceed ₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum during the approved tenure unless otherwise approved by the Members in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be considered necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in relation thereto.”

12. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH INFINITY TRANSOFT SOLUTION PRIVATE LIMITED

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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time, the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted or to be constituted by the Board) to enter into and/or continue to enter into contract(s), arrangement(s), transaction(s) and/or material modification(s) thereto, whether by way of one or more individual transactions or transactions taken together, with **Infinity Transoft Solution Private Limited**, a Related Party of the Company on such terms and conditions as may be mutually agreed between the parties, in the ordinary course of business and on an arm's length basis, for an aggregate amount not exceeding **Rs.15,00,00,000/- (Rupees Fifteen Crores Only)**, as per the particulars set out below:

Name of Related Party	Nature of Relationship	Maximum Aggregate Value of Transactions	Nature of Transactions
Infinity Transoft Solution Private Limited	Associate Company	Rs.15,00,00,000/- (Rupees Fifteen Crores Only)	Rendering and availing software development services, ERP solutions, technology consulting services, web and mobile application development services, IT-enabled services, technical support

			services, project execution services, reimbursement of expenses and other allied business transactions in the ordinary course of business and on an arm's length basis. whether by way of one or more contracts, purchase orders, work orders, service agreements, statements of work, amendments, renewals or other commercial arrangements
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RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to negotiate, finalise, execute, amend, modify, renew, vary and/or terminate all such agreements, contracts, arrangements, documents and writings and to do all such acts, deeds, matters and things, including delegation of powers to any Director(s), Key Managerial Personnel and/or officer(s) of the Company, as may be deemed necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

13. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH INFINITY EDUTECH PRIVATE LIMITED

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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time, the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted or to be constituted by the Board) to enter into and/or continue to enter into contract(s), arrangement(s), transaction(s) and/or material modification(s) thereto, whether by way of one or more individual transactions or transactions taken together, with **Infinity Edutech Private Limited ("IEPL")**, a Related Party of the Company on such terms and conditions as may be mutually agreed between the parties, in the ordinary course of business and on an arm's length basis, for an aggregate amount not exceeding **Rs.15,00,00,000/- (Rupees Fifteen Crores Only)**, as per the particulars set out below:

Name of Related Party	Nature of Relationship	Maximum Aggregate Value of Transactions	Nature of Transactions
Infinity Edutech Private Limited	Related Party Entity	Rs.15,00,00,000/- (Rupees Fifteen Crores Only)	Rendering and availing educational technology solutions, Learning Management Systems (LMS), School and College ERP

			solutions, Online Examination Systems, Digital Learning Platforms, software development services, technology consulting services, web and mobile application development services, IT-enabled services, technical support services, project execution services, reimbursement of expenses and other allied business transactions in the ordinary course of business and on an arm's length basis. whether by way of one or more contracts, purchase orders, work orders, service agreements, statements of work, amendments, renewals or other commercial arrangements
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RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to negotiate, finalise, execute, amend, modify, renew, vary and/or terminate all such agreements, contracts, arrangements, documents and writings and to do all such acts, deeds, matters and things, including delegation of powers to any Director(s), Key Managerial Personnel and/or officer(s) of the Company, as may be deemed necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

14. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH FLYCARE HEALTH PRIVATE LIMITED

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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time, the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof constituted or to be constituted by the Board) to enter into and/or continue to enter into contract(s), arrangement(s), transaction(s) and/or material modification(s) thereto, whether by way of one or more individual transactions or transactions taken together, with **Flycare Health Private Limited ("FHPL")**, a Related Party of the Company, on such terms and conditions as may be mutually agreed between the parties, in the ordinary course of business and on an arm's length basis, for an aggregate amount not exceeding **Rs.10,00,00,000/- (Rupees Ten Crores Only)**, as per the particulars set out below:

Name of Related Party	Nature of Relationship	Maximum Aggregate Value of Transactions	Nature of Transactions
Flycare Health Private Limited	Related Party Entity	Rs.10,00,00,000/- (Rupees Ten Crores Only)	Purchase, sale, distribution and supply of pharmaceutical products, healthcare products, medicinal chemicals, botanical products, contract manufacturing services, trading activities, warehousing and logistics support services, marketing and promotional services, reimbursement of expenses and other allied business transactions in the ordinary course of business and on an arm's length basis. whether by way of one or more contracts, purchase orders, work orders, service agreements, statements of work, amendments, renewals or other commercial arrangements

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to negotiate, finalise, execute, amend, modify, renew, vary and/or terminate all such agreements, contracts, arrangements, documents and writings and to do all such acts, deeds, matters and things, including delegation of powers to any Director(s), Key Managerial Personnel and/or officer(s) of the Company, as may be deemed necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

15. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH JETINFY TECHNOLOGY PRIVATE LIMITED

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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time, the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted or to be constituted by the Board) to enter into and/or continue to enter into contract(s), arrangement(s), transaction(s) and/or material modification(s) thereto, whether by way of one or more individual transactions or transactions taken together, with **jetinfy Technology Private Limited ("JTPL")**, a Related Party of the Company, on such terms and conditions as may be mutually agreed between the parties, in the ordinary course of business

and on an arm's length basis, for an aggregate amount not exceeding Rs.10,00,00,000/- (Rupees Ten Crores Only), as per the particulars set out below:

Name of Related Party	Nature of Relationship	Maximum Aggregate Value of Transactions	Nature of Transactions
JETINFY TECHNOLOGY PRIVATE LIMITED	Related Party Entity	Rs.10,00,00,000/ (Rupees Ten Crores Only)	Software development services, software support and maintenance services, ERP solutions, CRM solutions, cloud computing services, web and mobile application development, AI/ML solutions, IT consulting services, digital transformation services, system integration services, managed services, cybersecurity solutions, IT enabled services, outsourcing services, project implementation services, technical support services, reimbursement of expenses and other allied business transactions in the ordinary course of business and on an arm's length basis. whether by way of one or more contracts, purchase orders, work orders, service agreements, statements of work, amendments, renewals or other commercial arrangements

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to negotiate, finalise, execute, amend, modify, renew, vary and/or terminate all such agreements, contracts, arrangements, documents and writings and to do all such acts, deeds, matters and things, including delegation of powers to any Director(s), Key Managerial Personnel and/or officer(s) of the Company, as may be deemed necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

16.RATIFICATION OF INFINITY EMPLOYEE STOCK OPTION PLAN 2025 ("ESOP 2025") AFTER LISTING OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the applicable provisions of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to ratify, confirm and approve the 'Infinity Employee Stock Option Plan 2025' ('ESOP 2025') originally approved by the Members of the Company on 21st May, 2025.

RESOLVED FURTHER THAT the Members hereby note and ratify the actions taken by the Nomination and Remuneration Committee and/or Board of Directors pursuant to ESOP 2025 after listing of the Company, including grant of employee stock options from the approved ESOP pool, in accordance with the terms of ESOP 2025.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or Board of Directors of the Company be and are hereby authorized to continue to administer, implement and operate ESOP 2025 and to grant options from the balance available pool under ESOP 2025, in one or more tranches, and also to cancel the issue or grant of the said shares to the eligible employees of the Company in accordance with the provisions of ESOP 2025, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and instruments as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

17. APPROVAL OF AMENDMENTS TO INFINITY EMPLOYEE STOCK OPTION PLAN 2025 ("ESOP 2025")

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules, regulations and guidelines, 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 ("NRC"), the consent of the Members of the Company be and is hereby accorded to amend the Infinity Employee Stock Option Plan 2025 ("ESOP 2025") as under:

1. Amendment to Vesting Schedule

The existing Clause 1.2 of ESOP 2025 relating to vesting of Options be and is hereby substituted with the following:

*"Options granted under ESOP 2025 shall vest in such tranches, percentages (**up to 100% of the Options granted**) and upon completion of such period(s) from the date of grant as may be determined by the Board of Directors or the Nomination and Remuneration Committee at the time of grant and specified in the Grant Letter, subject to compliance with applicable laws.*

Provided that the minimum vesting period of one (1) year from the date of grant of Options shall be complied with in accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time."

2. Amendment to Lock-in Period

The existing lock-in provision under ESOP 2025 be and is hereby substituted with the following:

*"The Equity Shares allotted pursuant to exercise of Options may be subject to a lock-in period ranging from **1 (One) month to 36 (Thirty Six) Months** from the date of allotment, as may be determined by the Board of Directors or the Nomination and Remuneration Committee at the time of grant and specified in the Grant Letter, subject to applicable laws."*

3. Insertion of Cancellation / Forfeiture Clause

A new clause be inserted in ESOP 2025 as follows:

"Notwithstanding anything contained in this Scheme, the Board of Directors or the Nomination and Remuneration Committee shall have the right, at its discretion and subject to the terms of the Scheme, Grant Letter and applicable laws, to cancel, withdraw, forfeit, lapse or revoke any Options granted under the Scheme, whether vested or unvested, in the event of resignation, termination of employment, misconduct, fraud, breach of Company policies, confidentiality obligations, non-compete obligations, violation of applicable laws or any other circumstances as may be specified in the Scheme, Grant Letter, employment agreement or as may be determined by the Board of Directors or the Nomination and Remuneration Committee from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Nomination and Remuneration Committee be and are hereby authorised to do all such acts, deeds, matters and things and execute all such documents as may be necessary, expedient or desirable for giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

18 RATIFICATION AND CONFIRMATION OF POST-LISTING GRANT OF EMPLOYEE STOCK OPTIONS UNDER ESOP 2025

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules, regulations and guidelines, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members be and is hereby accorded to ratify, confirm and approve the grant of **35,825 (Thirty-Five Thousand Eight Hundred Twenty-Five) Employee Stock Options** made by the Nomination and Remuneration Committee under Infinity Employee Stock Option Plan 2025 ("ESOP 2025") on **29 January 2026**, after listing of the Equity Shares of the Company on the BSE SME Platform.

RESOLVED FURTHER THAT the actions taken by the Board of Directors and/or the Nomination and Remuneration Committee in relation to the aforesaid grant of Employee Stock Options be and are hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution."

By order of the Board of Directors
For, Infinity Infoway Limited

Sd/-
Mr. Bhaveshkumar D. Gadhethariya
Managing director
(DIN: 01453088)

Date : 13 July, 2026

Place : Rajkot

General Instruction of Members

1. In compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/ CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 18th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the 18th AGM will be the Registered Office of the Company – P-9, NR. Water Tank, Visvakarma Society, Mavadi Chokdi, Rajkot, Gujarat, India, 360004.
2. Further, the Securities and Exchange Board of India ("SEBI") has, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circular") given relaxation from sending hard copy of Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ("Act") and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the members who have not registered their email addresses in case of general meetings held through electronic mode.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 to 18 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial

Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

4. 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 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. 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.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The Members can join the Annual General Meeting 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 Annual General Meeting through VC/OAVM will be made available on first come first served basis.
7. The notice of AGM along with Annual Report for 2025-26 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same.
8. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
9. This notice along with Annual Report for 2025-26 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on Friday 10th July, 2026.
10. In case of joint holders attending the AGM, 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.
11. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of Friday, **31st July, 2026**. i.e. cut-off date only shall be entitled to vote at the meeting.
12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
13. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance

with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website: www.infinityinfoway.com

14. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
15. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.
19. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
20. For receiving all communication (including Annual Report) from the Company electronically Members are requested to register / update their email addresses with the relevant Depository Participant.
21. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **Friday 31st July, 2026.** through email on cs@infinityinfoway.com. The same will be replied by the Company suitably. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

22. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number cs@infinityinfoway.com between Saturday, 1st August, 2026 (9.00 a.m. IST) and **Wednesday, 5th August, 2026** (5.00 p.m. IST) Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
23. The remote e-voting period begins on **Tuesday 04th August, 2026 at 09:00 A.M. and ends on Thursday 06th August, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Friday 31st July, 2026.** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday 31st July, 2026.**
24. Mr. Nirav D. Vekariya, Practicing Company Secretary (FCS No. 11660 and CP No.17709), has been appointed as the Scrutinizer by the Board of Directors at its Meeting held on 13th July, 2026, to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner. The Scrutinizer shall submit his report to the Chairman or any person authorized by him, who shall declare the results within the prescribed time.
25. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar and Share Transfer Agent, 303, Sun Square Complex off C G Road Navrangpura Near Girish Cold Drinks Ahmedabad 380009 Gujarat India. The Shareholders are requested to send their communication to the aforesaid address.
26. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., **Friday 31st July, 2026.**
27. All documents referred to in the Notice and the Explanatory Statement, including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other statutory registers, shall be available electronically for inspection by the Members without any fee from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents may send an email request to cs@infinityinfoway.com.
28. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore,

requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

29. The Notice of AGM and Annual Report are available on the website of the Company, on the website of the Stock Exchange i.e. BSE and on the website of NSDL

Other Instruction for Members

A. KYC / Nomination / PAN Updating

Members are requested to verify whether any dividend declared by the Company remains unclaimed. Details of unclaimed dividends and corresponding shares liable to be transferred to the Investor Education and Protection Fund (IEPF) are available on the website of the Company.

B. SEBI Circular on Demat of Physical Shares

Pursuant to Regulation 40 of the SEBI Listing Regulations, transfer of securities can be effected only in dematerialized form. Members holding shares in physical form are advised to dematerialize their holdings.

C. Authorised Representatives

Institutional / Corporate Members intending to attend the AGM through VC/OAVM are requested to send a certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf.

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

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. 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.

4. 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.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) 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 e-voting on the date of the AGM will be provided by NSDL.
6. 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://infinityinfoway.com/Investors#annual_report The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins **Tuesday 04th August, 2026 at 09:00 A.M. and ends on Thursday 06th August, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday 31st July, 2026** . may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, **being Friday 31st July, 2026.**

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are 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 - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the

check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csniravvekariya@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Pallavi Mhatre of NSDL Official) at evoting@nsdl.com

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **cs@infinityinfoway.com** The same will be replied by the company suitably.

<u>EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013</u>
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ITEM NO.4

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members by way of a Special Resolution, borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (other than temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

Considering the present and future business requirements of the Company, including expansion plans, working capital requirements, capital expenditure, strategic investments and other business purposes, including acquisitions, strategic investments, working capital requirements and capital expenditure of the Company may require additional financial assistance from banks, financial institutions and other lenders from time to time.

Accordingly, approval of the Members is sought under Section 180(1)(c) of the Companies Act, 2013 to authorise the Board of Directors to borrow monies up to an aggregate outstanding limit of Rs100,00,00,000/- (Rupees One Hundred Crores Only), notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors is of the opinion that the proposed Resolution is in the best interest of the Company and accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5

The Company may be required to avail financial assistance, term loans, working capital facilities and other credit facilities from banks, financial institutions, non-banking financial companies and other lenders to meet its business requirements and future growth plans.

The borrowings of the Company are generally required to be secured by way of charge, mortgage, hypothecation, pledge or other security interest over the movable and/or immovable properties and assets of the Company, both present and future. Such creation of security by the Company in favour of lenders may be regarded as disposal of the whole or substantially the whole of the undertaking of the Company within the meaning of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, approval of the Members is sought by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorise the Board of Directors to create such charges, mortgages, hypothecations, pledges and/or other securities over the assets and properties of the Company for securing borrowings and other financial facilities availed or to

be availed by the Company, subject to the overall borrowing limits approved under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

The provisions of Section 185 of the Companies Act, 2013, as amended, permit a company to provide loans, guarantees or securities to any entity in which any of its directors is interested, subject to approval of the members by way of a Special Resolution and subject to such loans being utilised by the borrowing entity for its principal business activities.

In order to support the business requirements of group entities, subsidiaries, associates, joint ventures and/or other entities covered under Section 185 of the Companies Act, 2013, the Company may be required from time to time to provide loans, guarantees or securities for meeting their business requirements, capital expenditure, working capital requirements and other business purposes connected with their principal business activities.

Accordingly, approval of the Members is sought by way of a Special Resolution under Section 185 of the Companies Act, 2013 authorising the Board of Directors to provide loans, guarantees or securities up to an aggregate outstanding amount of ₹50,00,00,000 (Rupees Fifty Crores Only).

The Board of Directors shall ensure that any loan granted, guarantee given or security provided under this resolution shall be utilised by the borrowing entity only for its principal business activities and shall be in compliance with all applicable provisions of the Companies Act, 2013 and other applicable laws.

The Board of Directors recommends the Special Resolution set out at Item No. 6 for approval of the Members.

Mr. Bhaveshkumar Gadhethriya, Mrs. Reena B. Gadhethriya and Mr. Dhirajlal Gadhethriya, Directors of the Company, may be deemed to be concerned or interested in the proposed resolution to the extent of their directorship, shareholding and/or other interest, if any, in the entity(ies) in respect of which the loan, guarantee or security is proposed to be provided. Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.

ITEM NO.7

In order to make optimum use of funds available with the Company and also to achieve long-term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investments in other bodies corporate or granting loans,

giving guarantees or providing securities to other persons or bodies corporate, as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loans, guarantees or provide securities in connection with a loan to any other body corporate or person and acquire securities of any other body corporate in excess of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, only with the approval of Members by way of a Special Resolution.

Accordingly, approval of the Members is being sought by way of a Special Resolution under Section 186 of the Companies Act, 2013 authorising the Board of Directors to make investments, grant loans, provide guarantees and securities up to an aggregate limit of Rs.100,00,00,000/- (Rupees One Hundred Crores Only), as proposed in the Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors is of the opinion that the aforesaid Resolution is in the best interest of the Company and accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

ITEM NO.8

Pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is sought for payment of managerial remuneration to the Executive Directors of the Company in excess of the limits prescribed under Section 197 of the Act and/or Schedule V to the Act, as may be applicable.

The Nomination and Remuneration Committee, at its meeting held on 30th June , 2026 and the Board of Directors, at its meeting held on 13th July, 2026 after considering the increased scale of operations, growth plans, responsibilities entrusted to the Executive Directors and their significant contribution towards the overall management and strategic direction of the Company, recommended approval of an enhanced overall remuneration framework for the Executive Directors of the Company.

The Company operates in a dynamic technology environment requiring continuous investment in business development, innovation, product enhancement and expansion initiatives. Considering the nature of the industry and potential fluctuations in profitability due to market conditions, the Company may, in certain financial years, have inadequate profits or no profits. Accordingly, as an enabling measure and in order to retain and adequately compensate the Executive Directors for their continued leadership and contribution, approval of the Members is being sought by way of a Special Resolution.

The proposed approval shall authorize payment of remuneration to the Executive Directors, notwithstanding the inadequacy or absence of profits in any financial year, for a period of three (3) years commencing from August 1, 2026 and ending on July 31, 2029.

The aggregate remuneration payable to All Executive Directors shall not exceed Rs. 2 (Two) Crore per annum (or such other ceiling as approved by the Members), and the Board of Directors and/or the Nomination and Remuneration Committee shall be authorised to determine, revise, vary and allocate the remuneration amongst the Executive Directors from time to time within the overall limits approved by the Members. The remuneration payable shall be in accordance with the provisions of the Companies Act, 2013, Schedule V thereto and other applicable laws, as amended from time to time.

Except the Executive Directors of the Company and their respective relatives, to the extent of their interest in the proposed remuneration and shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members

ITEM NO. 9

Mr. Bhaveshkumar Dhirajlal Gadhethriya (DIN: 01453088) is the Promoter and Managing Director of the Company and has been associated with the Company since its incorporation. He has been actively involved in the overall management, operations, business development and strategic decision-making of the Company and has significantly contributed to its growth and development.

Pursuant to Sections 197, 198 read with Schedule V of the Companies Act, 2013 and based on the recommendation of The Nomination and Remuneration Committee, at its meeting held on 30th June, 2026 and approval of the Board of Directors at their respective held on 13th July, 2026 it was considered appropriate to revise the remuneration payable to Mr. Bhaveshkumar Dhirajlal Gadhethriya considering his increased responsibilities, leadership role, continued contribution towards the growth of the Company and prevailing industry remuneration benchmarks.

Further, during FY 2025-26, the Company successfully completed its Initial Public Offer (IPO) and listed its Equity Shares on the SME Platform of BSE Limited. Consequent to the listing, the responsibilities of the Managing Director have substantially increased in relation to corporate governance, regulatory compliances, investor relations, stakeholder management, strategic planning and business expansion. The proposed revision in remuneration appropriately recognizes these enhanced responsibilities and the contribution made by Mr. Bhaveshkumar Dhirajlal Gadhethriya towards the growth and development of the Company.

The Company has also demonstrated significant improvement in its financial performance. Revenue from Operations increased from ₹1,319.23 Lakhs in FY 2024-25 to ₹2,377.03 Lakhs in FY 2025-26, representing a growth of approximately 80.18%, while Profit After Tax increased from ₹438.34 Lakhs to ₹701.15 Lakhs, representing a growth of approximately 59.96%.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors have recommended and approved revision in the remuneration payable to Mr. Bhaveshkumar Dhirajlal Gadhethriya, Managing Director of the Company, with effect from August 1st 2026, as given below:

Remuneration

The monthly remuneration shall be ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) and shall be payable subject to deduction of applicable taxes.

Perquisites and Other Benefits

The Managing Director shall also be entitled to:

1. Such allowances, benefits and perquisites as may be approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.
2. Reimbursement of travelling, conveyance, communication, accommodation and other expenses incurred by him in connection with the business of the Company.
3. Any other benefits as may be permissible under applicable laws and approved by the Board from time to time.

Explanation: Perquisites shall be valued in accordance with the provisions of the applicable income-tax laws and the rules made thereunder, as amended from time to time, and in the absence of any such provisions, shall be valued at the actual cost incurred by the Company.

The aggregate remuneration payable to Mr. Bhaveshkumar Dhirajlal Gadhethriya shall not exceed ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum during the approved tenure unless otherwise approved by the Members in accordance with the applicable provisions of law.

Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars relating to Mr. Bhaveshkumar Dhirajlal Gadhethriya are provided under the head “Details of Directors Seeking Appointment/Re-appointment” forming part of this Notice.

Additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 is provided in Annexure I forming part of this Notice.

Except Mr. Bhaveshkumar Dhirajlal Gadhethriya and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

Additional Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 in respect of Revision of Remuneration of Mr. Bhaveshkumar Dhirajlal Gadhethriya (DIN: 01453088), Managing Director

Particulars	Details
Nature of Industry	The Company is engaged in Information Technology Services, Software Development, Digital Transformation Solutions, ERP Implementation, Travel Technology Solutions, Education Technology Solutions and allied IT-enabled services.

Date of Commencement of Commercial Production	Not Applicable
Financial Performance based on Given Indicators	Refer Financial Performance Table below.
Foreign Investments or Collaborations	The Company has not entered into any material foreign collaboration. Details of foreign investments, if any, are disclosed in the audited financial statements of the Company.

Financial Performance of the Company

(₹ in Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	2,377.03	1,319.23	1,017.16
Other Income	69.30	29.26	17.39
Total Income	2,446.33	1,348.49	1,034.55
Total Expenses	1,481.55	784.48	570.88
Profit Before Tax	964.78	564.01	463.67
Tax Expense	263.63	125.67	117.05
Profit After Tax	701.15	438.34	346.62

Key Financial Indicators

Particulars	FY 2025-26
Paid-up Share Capital (₹ in Lakhs)	545.30
Securities Premium Reserve (₹ in Lakhs)	2,277.38
Revenue Growth over Previous Year	80.18%
Profit Before Tax Growth over Previous Year	71.06%
Profit After Tax Growth over Previous Year	59.96%

II. Information About the Appointee

Particulars	Details
Name of Appointee	Mr. Bhaveshkumar Dhirajlal Gadhethriya
DIN Designation	01453088 Managing Director
Background Details	Mr. Bhaveshkumar Dhirajlal Gadhethriya is the Promoter and Managing Director of Infinity Infoway Limited and has been associated with the Company since its incorporation. He holds a Bachelor of Engineering in Information Technology from Saurashtra University and a Master's Program in Business Administration (MBA) from the National Institute of Management accredited by the Indian Council for Distance Education. He is also pursuing a Ph.D. in Management. Mr. Gadhethriya possesses over 16 years of extensive experience in the Information Technology sector. He has played a pivotal role in the growth and development of the Company and has been instrumental in driving its strategic vision, business expansion and operational excellence. His expertise includes strategic planning, business development, technology-driven innovation,

	forecasting and execution of growth strategies in dynamic market environments, particularly in the Travel and Education sectors undergoing digital transformation. Under his leadership, the Company has strengthened its market position, expanded its service offerings, achieved consistent growth in revenue and profitability and successfully completed its Initial Public Offer (IPO) and listing on the SME Platform of BSE Limited.
Past Remuneration	₹18,00,000 per annum
Recognition or Awards	Not Applicable
Job Profile and Suitability	As Managing Director, he is responsible for the overall management and affairs of the Company, including strategic planning, business development, operational management, customer relationship management, financial performance and implementation of growth initiatives. Considering his qualifications, industry experience, leadership capabilities and contribution to the Company's growth, he is ideally suited for the position.
Proposed Remuneration	₹30,00,000 per annum (₹2,50,000 per month) together with such perquisites, allowances and reimbursement of expenses as may be approved by the Board of Directors from time to time.
Comparative Remuneration Profile	The proposed remuneration is commensurate with the size and scale of operations of the Company, the responsibilities shouldered by him, industry standards and remuneration paid to managerial personnel holding similar positions in comparable companies.
Pecuniary Relationship with the Company	Apart from remuneration payable to him, reimbursement of expenses incurred in the ordinary course of business and his shareholding interest in the Company as Promoter, he does not have any other pecuniary relationship with the Company.

III. Details of Revision in Remuneration

Particulars	Details
Existing Remuneration	₹18,00,000 per annum
Revised Remuneration	₹30,00,000 per annum
Monthly Remuneration	₹2,50,000 per month
Increase in Remuneration	₹12,00,000 per annum
Percentage Increase	66.67%
Effective Date of Revision	August 1, 2026
Perquisites and Allowances	Such allowances, benefits and perquisites as may be approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.
Reimbursement of Expenses	Travelling, conveyance, communication, accommodation and other business-related expenses incurred in connection with the affairs of the Company.

Maximum Remuneration During Tenure	Not exceeding ₹30,00,000 per annum unless otherwise approved by the Members.
Minimum Remuneration	In the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be payable as minimum remuneration in accordance with Schedule V of the Companies Act, 2013.

IV. Other Information

Particulars	Details
Reasons for Revision in Remuneration	The proposed revision is based on the recommendation of the Nomination and Remuneration Committee considering the substantial increase in business operations, profitability, successful IPO and listing of the Company's Equity Shares, enhanced regulatory and governance responsibilities applicable to a listed company and the significant contribution of Mr. Bhaveshkumar Dhirajlal Gadhethriya towards the growth and development of the Company.
Steps Taken or Proposed to be Taken for Improvement	The Company continues to focus on expansion of its customer base, strengthening technology capabilities, enhancing service offerings, improving operational efficiencies and increasing stakeholder value.
Expected Increase in Productivity and Profits	The management expects sustained growth in turnover, profitability and business opportunities through strategic initiatives, digital transformation projects and expansion of the Company's service portfolio.

Justification for Revision of Remuneration

The Company has demonstrated strong growth in its financial performance over the last three financial years. Revenue from Operations increased from ₹1,319.23 Lakhs in FY 2024-25 to ₹2,377.03 Lakhs in FY 2025-26, registering a growth of 80.18%, while Profit After Tax increased from ₹438.34 Lakhs to ₹701.15 Lakhs, registering a growth of 59.96%.

Considering the significant contribution of Mr. Bhaveshkumar Dhirajlal Gadhethriya in achieving these results, his leadership in the successful Initial Public Offer (IPO) and listing of the Company's Equity Shares on the SME Platform of BSE Limited, the increased scale of operations, enhanced compliance and governance responsibilities and his continued contribution towards the Company's growth and profitability, the proposed revision in remuneration from ₹18,00,000 per annum to ₹30,00,000 per annum is considered fair, reasonable and commensurate with his qualifications, experience, role and responsibilities.

ITEM NO. 10

Mr. Dhirajlal Bhanjibhai Gadhethriya (DIN: 07199208) is the Promoter and Chairman & Whole-Time Director of the Company and has been associated with the Company since June 2015. He has been actively involved in the overall management, strategic planning, business development and policy formulation of the Company and has significantly contributed to its growth and development.

Pursuant to Sections 197, 198 read with Schedule V of the Companies Act, 2013 and based on the recommendation of The Nomination and Remuneration Committee, at its meeting held on 30th June, 2026 and approval of the Board of Directors at their respective held on 13th July, 2026 and it was considered appropriate to revise the remuneration payable to Mr. Dhirajlal Bhanjibhai Gadhethriya considering his increased responsibilities, leadership role, continued contribution towards the growth of the Company and prevailing industry remuneration benchmarks.

Further, during FY 2025-26, the Company successfully completed its Initial Public Offer (IPO) and listed its Equity Shares on the SME Platform of BSE Limited. Consequent to the listing, the responsibilities of the Chairman & Whole-Time Director have substantially increased in relation to corporate governance, regulatory compliances, stakeholder management, strategic planning and business oversight. The proposed revision in remuneration appropriately recognizes these enhanced responsibilities and the contribution made by Mr. Dhirajlal Bhanjibhai Gadhethriya towards the growth and development of the Company.

The Company has also demonstrated significant improvement in its financial performance. Revenue from Operations increased from ₹1,319.23 Lakhs in FY 2024-25 to ₹2,377.03 Lakhs in FY 2025-26, representing a growth of approximately 80.18%, while Profit After Tax increased from ₹438.34 Lakhs to ₹701.15 Lakhs, representing a growth of approximately 59.96%.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors have recommended and approved revision in the remuneration payable to Mr. Dhirajlal Bhanjibhai Gadhethriya, Chairman & Whole-Time Director of the Company, with effect from August 1, 2026, as given below:

Remuneration

The monthly remuneration shall be **₹1,50,000/- (Rupees One Lakh Fifty Thousand Only)** and shall be payable subject to deduction of applicable taxes.

Perquisites and Other Benefits

The Chairman & Whole-Time Director shall also be entitled to:

1. Such allowances, benefits and perquisites as may be approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.
2. Reimbursement of travelling, conveyance, communication, accommodation and other expenses incurred by him in connection with the business of the Company.
3. Any other benefits as may be permissible under applicable laws and approved by the Board from time to time.

Explanation: Perquisites shall be evaluated in accordance with the provisions of the Income-tax Act, 1961 and Rules made thereunder, wherever applicable, and in the absence of any such provisions, shall be evaluated at actual cost.

The aggregate remuneration payable to Mr. Dhirajlal Bhanjibhai Gadhethriya shall not exceed ₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum during the approved tenure

unless otherwise approved by the Members in accordance with the applicable provisions of law.

Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars relating to Mr. Dhirajlal Bhanjibhai Gadhethriya are provided under the head “Details of Directors Seeking Appointment/Re-appointment” forming part of this Notice.

Additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 is provided in Annexure I forming part of this Notice.

Except Mr. Dhirajlal Bhanjibhai Gadhethriya and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the Special Resolution set out at Item No.10 of the Notice for approval of the Members

ANNEXURE – I

Additional Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 in respect of Revision of Remuneration of Mr. Dhirajlal Bhanjibhai Gadhethriya (DIN: 07199208), Chairman & Whole-Time Director.

I. General Information

Particulars	Details
Nature of Industry	The Company is engaged in Information Technology Services, Software Development, Digital Transformation Solutions, ERP Implementation, Travel Technology Solutions, Education Technology Solutions and allied IT-enabled services.
Date of Commencement of Commercial Production	Not Applicable
Financial Performance based on Given Indicators	Refer Financial Performance Table below.
Foreign Investments or Collaborations	The Company has not entered into any material foreign collaboration. Details of foreign investments, if any, are disclosed in the audited financial statements of the Company.

Financial Performance of the Company (₹ in Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	2,377.03	1,319.23	1,017.16
Other Income	69.30	29.26	17.39
Total Income	2,446.33	1,348.49	1,034.55
Total Expenses	1,481.55	784.48	570.88
Profit Before Tax	964.78	564.01	463.67
Tax Expense	263.63	125.67	117.05
Profit After Tax	701.15	438.34	346.62

Key Financial Indicators

Particulars	FY 2025-26
Paid-up Share Capital (₹ in Lakhs)	545.30
Securities Premium Reserve (₹ in Lakhs)	2,277.38
Revenue Growth over Previous Year	80.18%
Profit Before Tax Growth over Previous Year	71.06%
Profit After Tax Growth over Previous Year	59.96%

II. Information About the Appointee

Particulars	Details
Name of Appointee	Mr. Dhirajlal Bhanjibhai Gadhethriya
DIN	07199208
Designation	Chairman & Whole-Time Director
Background Details	Mr. Dhirajlal Bhanjibhai Gadhethriya is the Promoter, Chairman and Whole-Time Director of the Company. He holds work experience of around 31 years in the manufacturing industry. He was appointed as a Director of the Company in June 2015. He is a Partner of Shree Ashok Fasteners since 1993. Although he completed only the sixth grade, his extensive hands-on experience, leadership and business acumen have been vital to the Company's success and growth.
Past Remuneration	₹13,20,000 per annum
Recognition or Awards	Not Applicable
Job Profile and Suitability	As Chairman & Whole-Time Director, he is responsible for providing strategic leadership, business guidance and oversight of the Company's affairs. Considering his extensive industry experience, leadership capabilities and contribution to the Company's growth, he is ideally suited for the position.
Proposed Remuneration	₹18,00,000 per annum (₹1,50,000 per month) together with such perquisites, allowances and reimbursement of expenses as may be approved by the Board of Directors from time to time.
Comparative Remuneration Profile	The proposed remuneration is commensurate with the size and scale of operations of the Company, the responsibilities shouldered by him, industry standards and remuneration paid to managerial personnel holding similar positions in comparable companies.
Pecuniary Relationship with the Company	Apart from remuneration payable to him, reimbursement of expenses incurred in the ordinary course of business and his shareholding interest in the Company as Promoter, he does not have any other pecuniary relationship with the Company.

III. Details of Revision in Remuneration

Particulars	Details
Existing Remuneration	₹13,20,000 per annum
Revised Remuneration	₹18,00,000 per annum
Monthly	₹1,50,000 per month

Particulars	Details
Remuneration Increase in	₹4,80,000 per annum
Remuneration Percentage Increase	36.36%
Effective Date of Revision	August 1, 2026
Perquisites and Allowances	Such allowances, benefits and perquisites as may be approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.
Reimbursement of Expenses	Travelling, conveyance, communication, accommodation and other business-related expenses incurred in connection with the affairs of the Company.
Maximum Remuneration During Tenure	Not exceeding ₹18,00,000 per annum unless otherwise approved by the Members.
Minimum Remuneration	In the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be payable as minimum remuneration in accordance with Schedule V of the Companies Act, 2013.

IV. Other Information

Particulars	Details
Reasons for Revision in Remuneration	The proposed revision is based on the recommendation of the Nomination and Remuneration Committee considering the substantial increase in business operations, profitability, successful IPO and listing of the Company's Equity Shares, enhanced regulatory and governance responsibilities applicable to a listed company and the significant contribution of Mr. Dhirajlal Bhanjibhai Gadhethriya towards the growth and development of the Company.
Steps Taken or Proposed to be Taken for Improvement	The Company continues to focus on expansion of its customer base, strengthening technology capabilities, enhancing service offerings, improving operational efficiencies and increasing stakeholder value.
Expected Increase in Productivity and Profits	The management expects sustained growth in turnover, profitability and business opportunities through strategic initiatives, digital transformation projects and expansion of the Company's service portfolio.

Justification for Revision of Remuneration

The Company has demonstrated strong growth in its financial performance over the last three financial years. Revenue from Operations increased from ₹1,319.23 Lakhs in FY 2024-25 to ₹2,377.03 Lakhs in FY 2025-26, registering a growth of 80.18%, while Profit After Tax increased from ₹438.34 Lakhs to ₹701.15 Lakhs, registering a growth of 59.96%.

Considering the significant contribution of Mr. Dhirajlal Bhanjibhai Gadhethriya in achieving these results, his leadership and strategic guidance to the Company, the successful Initial

Public Offer (IPO) and listing of the Company's Equity Shares on the SME Platform of BSE Limited, the increased scale of operations, enhanced compliance and governance responsibilities and his continued contribution towards the Company's growth and profitability, the proposed revision in remuneration from ₹13,20,000 per annum to ₹18,00,000 per annum is considered fair, reasonable and commensurate with his experience, role and responsibilities.

ITEM NO.11

Mr. Nikunj Vrajlal Gajera (DIN: 10481122) is a professional Whole-Time Director of the Company and has been associated with the Company since 2009. He has been actively involved in the overall management, operations, technology initiatives, project execution and strategic implementation of the Company's business activities and has significantly contributed to its growth and development.

Pursuant to Sections 197, 198 read with Schedule V of the Companies Act, 2013 and based on the recommendation of The Nomination and Remuneration Committee, at its meeting held on 30th June, 2026 and approval of the Board of Directors at their respective held on 13th July, 2026 it was considered appropriate to revise the remuneration payable to Mr. Nikunj Vrajlal Gajera considering his increased responsibilities, leadership role, continued contribution towards the growth of the Company and prevailing industry remuneration benchmarks.

Further, during FY 2025-26, the Company successfully completed its Initial Public Offer (IPO) and listed its Equity Shares on the SME Platform of BSE Limited. Consequent to the listing, the responsibilities of the Whole-Time Director have substantially increased in relation to corporate governance, regulatory compliances, operational management, stakeholder management, strategic planning and business expansion. The proposed revision in remuneration appropriately recognizes these enhanced responsibilities and the contribution made by Mr. Nikunj Vrajlal Gajera towards the growth and development of the Company.

The Company has also demonstrated significant improvement in its financial performance. Revenue from Operations increased from ₹1,319.23 Lakhs in FY 2024-25 to ₹2,377.03 Lakhs in FY 2025-26, representing a growth of approximately 80.18%, while Profit After Tax increased from ₹438.34 Lakhs to ₹701.15 Lakhs, representing a growth of approximately 59.96%.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors have recommended and approved revision in the remuneration payable to Mr. Nikunj Vrajlal Gajera, Whole-Time Director of the Company, with effect from August 1, 2026, as given below:

Remuneration

The monthly remuneration shall be ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) and shall be payable subject to deduction of applicable taxes.

Perquisites and Other Benefits

The Whole-Time Director shall also be entitled to:

1. Such allowances, benefits and perquisites as may be approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.

2. Reimbursement of travelling, conveyance, communication, accommodation and other expenses incurred by him in connection with the business of the Company.
3. Any other benefits as may be permissible under applicable laws and approved by the Board from time to time.

Explanation: Perquisites shall be evaluated in accordance with the provisions of the Income-tax Act, 1961 and Rules made thereunder, wherever applicable, and in the absence of any such provisions, shall be evaluated at actual cost.

The aggregate remuneration payable to Mr. Nikunj Vrajlal Gajera shall not exceed ₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum during the approved tenure unless otherwise approved by the Members in accordance with the applicable provisions of law. Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars relating to Mr. Nikunj Vrajlal Gajera are provided under the head “Details of Directors Seeking Appointment/Re-appointment” forming part of this Notice.

Additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 is provided in Annexure I forming part of this Notice.

Except Mr. Nikunj Vrajlal Gajera and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise.

The Board of Directors recommends the Special Resolution set out at Item No. 11 of the Notice for approval of the Members.

II. Information About the Appointee

Particulars	Details
Name of Appointee	Mr. Nikunj Vrajlal Gajera
DIN	10481122
Designation	Whole-Time Director
Background Details	Mr. Nikunj Vrajlal Gajera is the Whole-Time Director of the Company. He has completed his Bachelor of Arts from Saurashtra University, Rajkot, Gujarat and also completed Diploma in Web Development from Lakhotia Computer Centre. He joined the Company in 2009 as Network Administrator and became a Director of the Company in 2024. He possesses more than 15 years of experience in information technology, software development, network administration, infrastructure management and business operations. He has played a significant role in strengthening the Company's technology capabilities, project execution and operational efficiency and has contributed substantially towards the growth and development of the Company.
Past Remuneration	₹10,20,000 per annum
Recognition or Awards	Not Applicable
Job Profile and Suitability	As Whole-Time Director, he is responsible for overseeing operational management, project execution, technology initiatives, business process

Particulars	Details
	improvement and implementation of strategic objectives of the Company. Considering his qualifications, technical expertise, industry experience and contribution to the Company's growth, he is ideally suited for the position.
Proposed Remuneration	₹18,00,000 per annum (₹1,50,000 per month) together with such perquisites, allowances and reimbursement of expenses as may be approved by the Board of Directors from time to time.
Comparative Remuneration Profile	The proposed remuneration is commensurate with the size and scale of operations of the Company, the responsibilities shouldered by him, industry standards and remuneration paid to managerial personnel holding similar positions in comparable companies.
Pecuniary Relationship with the Company	Apart from remuneration payable to him, reimbursement of expenses incurred in the ordinary course of business and benefits arising under the Infinity Infoway Limited Employee Stock Option Scheme, 2025, he does not have any other pecuniary relationship with the Company.

III. Details of Revision in Remuneration

Particulars	Details
Existing Remuneration	₹10,20,000 per annum
Revised Remuneration	₹18,00,000 per annum
Monthly Remuneration	₹1,50,000 per month
Increase in Remuneration	₹7,80,000 per annum
Percentage Increase	76.47%
Effective Date of Revision	August 1, 2026
Perquisites and Allowances	Such allowances, benefits and perquisites as may be approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.
Reimbursement of Expenses	Travelling, conveyance, communication, accommodation and other business-related expenses incurred in connection with the affairs of the Company.
Maximum Remuneration During Tenure	Not exceeding ₹18,00,000 per annum unless otherwise approved by the Members.
Minimum Remuneration	In the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be payable as minimum remuneration in accordance with Schedule V of the Companies Act, 2013.

Key Financial Indicators

Particulars	FY 2025-26
Paid-up Share Capital (₹ in Lakhs)	545.30

Particulars	FY 2025-26
Securities Premium Reserve (₹ in Lakhs)	2,277.38
Revenue Growth over Previous Year	80.18%
Profit Before Tax Growth over Previous Year	71.06%
Profit After Tax Growth over Previous Year	59.96%

Financial Performance of the Company (₹ in Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	2,377.03	1,319.23	1,017.16
Other Income	69.30	29.26	17.39
Total Income	2,446.33	1,348.49	1,034.55
Total Expenses	1,481.55	784.48	570.88
Profit Before Tax	964.78	564.01	463.67
Tax Expense	263.63	125.67	117.05
Profit After Tax	701.15	438.34	346.62

Employee Stock Option Details

Particulars	Details
Name of Scheme	Infinity Infoway Limited Employee Stock Option Scheme, 2025
First Grant Date	August 19, 2025
Options Granted (First Grant)	15,500 Options
Second Grant Date	January 29, 2026
Options Granted (Second Grant)	20,000 Options
Total Options Granted	35,500 Options
Terms of Vesting / Exercise	In accordance with the provisions of the Infinity Infoway Limited Employee Stock Option Scheme, 2025 and applicable laws

IV. Other Information

Particulars	Details
Reasons for Revision in Remuneration	The proposed revision is based on the recommendation of the Nomination and Remuneration Committee considering the substantial increase in business operations, profitability, successful IPO and listing of the Company's Equity Shares, enhanced regulatory and governance responsibilities applicable to a listed company and the significant contribution of Mr. Nikunj Vrajlal Gajera towards the growth and development of the Company.
Steps Taken or Proposed to be Taken for Improvement	The Company continues to focus on expansion of its customer base, strengthening technology capabilities, enhancing service offerings, improving operational efficiencies and increasing stakeholder value.

Particulars	Details
Expected Increase in Productivity and Profits	The management expects sustained growth in turnover, profitability and business opportunities through strategic initiatives, digital transformation projects and expansion of the Company's service portfolio.

Justification for Revision of Remuneration

Mr. Nikunj Vrajlal Gajera has been associated with the Company for more than 15 years and has made significant contributions towards the development of the Company's technology capabilities, operational efficiency, project execution and overall business growth. His deep understanding of the Company's operations, technical expertise and leadership qualities have enabled the Company to successfully execute various strategic initiatives and strengthen its market position.

In view of his increasing responsibilities as Whole-Time Director, his active involvement in managing the Company's day-to-day operations, the enhanced governance and compliance requirements applicable to a listed company and his continued contribution towards achieving the Company's business objectives, the Nomination and Remuneration Committee and the Board of Directors believe that the proposed remuneration is appropriate and justified.

Accordingly, the revision in remuneration from ₹10,20,000 per annum to ₹18,00,000 per annum is considered fair, reasonable and commensurate with his experience, qualifications, responsibilities, performance and industry benchmarks.

ITEM NO.12

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, requires prior approval of shareholders by way of an Ordinary Resolution for all Material Related Party Transactions and subsequent material modifications thereto. A transaction with a related party shall be considered material if the transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower.

Further, pursuant to Regulation 2(1)(zc) of the SEBI Listing Regulations, a Related Party Transaction includes a transaction involving a transfer of resources, services or obligations between the listed entity and a related party, regardless of whether a price is charged or not. Accordingly, the proposed transactions with Infinity Transoft Solution Private Limited ("ITSPL") fall within the ambit of Related Party Transactions under the SEBI Listing Regulations.

Since the aggregate value of the proposed transactions with ITSPL is likely to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, approval of the Members is being sought by way of an Ordinary Resolution as set out in Item No. 12 of the accompanying Notice.

Nature, Concept, Benefit and Rationale of Transaction(s)

Infinity Transoft Solution Private Limited ("ITSPL") is an Associate Company of Infinity Infoway Limited ("the Company") and is engaged in the business of software development, software consulting, web and mobile application development, travel and transport booking software solutions, accounting software solutions, website design and development, domain and hosting services, call centre management solutions, IT-enabled services, back-office operations, content development, data processing, engineering and design services, geographic information system (GIS) services, remote maintenance services and other technology-enabled business solutions.

The Company, in the ordinary course of business, enters into various transactions with ITSPL for software development services, technology consulting services, implementation and support services, web and mobile application development, project execution services, IT-enabled services, technical support services, manpower support services, reimbursement of expenses and other allied business activities.

The management of the Company has provided the Audit Committee with the details of the proposed Material Related Party Transactions with ITSPL. The Audit Committee, after reviewing all relevant information, has approved and recommended the proposed transactions for an aggregate amount not exceeding **Rs.15.00 Crore (Rupees Fifteen Crore Only)**. The Audit Committee has noted that the proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

Annexure to the Explanatory Statement

Information pursuant to SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023

Sr. No.	Particulars	Details
1(a)	Name of the Related Party and its relationship with the listed entity, including nature of concern or interest (financial or otherwise)	Infinity Transoft Solution Private Limited (“ITSPL”) is an Associate Company of Infinity Infoway Limited. The Company holds 49.42% of the equity share capital of ITSPL.
1(b)	Name of the Director(s) or KMP who is related, if any, and nature of relationship	Mr. Bhaveshkumar Dhirajlal Gadhethariya, Managing Director of the Company, is also a Director on the Board of Infinity Transoft Solution Private Limited and is related to the proposed transaction by virtue of his directorship in both entities.
1(c)	Type, material terms and particulars of the proposed transaction	Rendering and availing software development services, software consulting services, ERP solutions, web and mobile application development services, website development and hosting services, IT-enabled services, technical support services, project execution services, data processing services, manpower support services, reimbursement of expenses and other allied business transactions. The transactions shall be undertaken in the ordinary course of business and on an arm’s length basis. whether by way of one or more contracts, purchase orders, work orders, service agreements, statements of work, amendments, renewals or other commercial arrangements
1(d)	Value of the proposed Related Party Transactions	Up to Rs.15,00,00,000/- (Rupees Fifteen Crores Only).
1(e)	Value of the proposed RPT as a percentage of the Company’s audited consolidated annual turnover for FY 2025-26	63.10 %.
1(f) (i)	Details of source of funds in connection with the proposed transaction	Not Applicable.
1(f) (ii)	Details of financial indebtedness incurred	Not Applicable.
1(f) (iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured and nature of security	Not Applicable.

1(f)(iv)	Purpose for which the funds will be utilized by the ultimate beneficiary	Not Applicable.
1(g)	Any other information relevant or important for the Members to take a decision	The proposed transaction limit represents the maximum aggregate value of transactions that may be entered into based on anticipated business requirements. The actual value of transactions may vary depending upon project execution, service requirements and business opportunities. All transactions shall be undertaken in the ordinary course of business and on an arm's length basis.
1(h)	Justification as to why the proposed Related Party Transactions are in the interest of the Company	The proposed Related Party Transactions are driven by business and commercial considerations and are expected to contribute to the efficient functioning of the Company's operations, thereby serving the best interests of the Company and its shareholders.

Except Mr. Bhaveshkumar Dhirajlal Gadhetariya, Managing Director of the Company, who is also a Director on the Board of Infinity Transoft Solution Private Limited, and to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors recommends an Ordinary Resolution set out at item no. 12 of the Notice for approval by members of the Company

ITEM NO. 13

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, requires prior approval of shareholders by way of an Ordinary Resolution for all Material Related Party Transactions and subsequent material modifications thereto. A transaction with a related party shall be considered material if the transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower.

Further, pursuant to Regulation 2(1)(zc) of the SEBI Listing Regulations, a Related Party Transaction includes a transaction involving a transfer of resources, services or obligations between the listed entity and a related party, regardless of whether a price is charged or not. Accordingly, the proposed transactions with **Infinity Edutech Private Limited ("IEPL")** fall within the ambit of Related Party Transactions under the SEBI Listing Regulations.

Since the aggregate value of the proposed transactions with IEPL is likely to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, approval of the Members is being sought by way of an Ordinary Resolution as set out in Item No. 13 of the accompanying Notice.

Nature, Concept, Benefit and Rationale of Transaction(s)

Infinity Edutech Private Limited ("IEPL") is a related party of Infinity Infoway Limited ("the Company") by virtue of common directorship and participation of the Company's directors/promoters in the management and shareholding of IEPL.

IEPL is engaged in the business of educational technology solutions, Learning Management Systems (LMS), School and College ERP solutions, Online Examination Systems, Digital Learning Platforms, student information management systems, software development, website and mobile application development, technology consulting, implementation and support services and other allied technology-enabled services.

The Company, in the ordinary course of business, enters into various transactions with IEPL for educational technology solutions, ERP implementation services, software development services, online examination solutions, digital learning solutions, technology consulting services, implementation and support services, web and mobile application development, project execution services, IT-enabled services, technical support services, reimbursement of expenses and other allied business activities.

The management of the Company has provided the Audit Committee with the details of the proposed Material Related Party Transactions with IEPL. The Audit Committee, after reviewing all relevant information, has approved and recommended the proposed transactions for an aggregate amount not exceeding **Rs.15.00 Crore (Rupees Fifteen Crore Only)**. The Audit Committee has noted that the proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

ANNEXURE TO THE EXPLANATORY STATEMENT

Information pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023

Sr. No.	Particulars	Details
1(a)	Name of the Related Party and its relationship with the listed entity, including nature of concern or interest (financial or otherwise)	Infinity Edutech Private Limited ("IEPL") is a related party of Infinity Infoway Limited by virtue of common directorship and participation of the Company's directors/promoters in the management and shareholding of IEPL.
1(b)	Name of the Director(s) or KMP who is related, if any, and nature of relationship	Mr. Dhirajlal Gadhethariya, Chairman & Whole-time Director, and Mrs. Reena Gadhethariya, Non-Executive Director, are common directors in both entities. Further, Mr. Bhaveshkumar Dhirajlal Gadhethariya has shareholding interest in IEPL and is related to the proposed transaction.
1(c)	Type, material terms and particulars of the proposed transaction	Rendering and availing educational technology solutions, Learning Management Systems (LMS), School and College ERP solutions, Online Examination Systems, Digital Learning Platforms, software development services, software consulting services, web and mobile application development services, IT-enabled services, technical support services, project

		execution services, reimbursement of expenses and other allied business transactions. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis. whether by way of one or more contracts, purchase orders, work orders, service agreements, statements of work, amendments, renewals or other commercial arrangements
1(d)	Value of the proposed Related Party Transactions	Up to Rs.15,00,00,000/- (Rupees Fifteen Crores Only).
1(e)	Value of the proposed RPT as a percentage of the Company's audited consolidated annual turnover for FY 2025-26	63.10 %
1(f)(i)	Details of source of funds in connection with the proposed transaction	Not Applicable.
1(f)(ii)	Details of financial indebtedness incurred	Not Applicable.
1(f)(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured and nature of security	Not Applicable.
1(f)(iv)	Purpose for which the funds will be utilized by the ultimate beneficiary	Not Applicable.
1(g)	Any other information relevant or important for the Members to take a decision	The proposed transaction limit represents the maximum aggregate value of transactions that may be entered into based on anticipated business requirements. The actual value of transactions may vary depending upon project execution, service requirements and business opportunities..
1(h)	Justification as to why the proposed Related Party Transactions are in the interest of the Company	The proposed Related Party Transactions are intended to support the Company's business operations by enabling efficient execution of projects, leveraging technical expertise and resources, and ensuring operational efficiency. The Board of Directors is of the opinion that the proposed transactions are in the best interests of the Company and its shareholders.

Except **Mr. Dhirajlal Gadhethariya, Chairman & Whole-time Director, Mrs. Reena Gadhethariya, Non-Executive Director and Mr. Bhaveshkumar Dhirajlal Gadhethariya**, and to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO.14

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, requires prior approval of shareholders by way of an Ordinary Resolution for all Material Related Party Transactions and subsequent material modifications thereto. A transaction with a related party shall be considered material if the transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower.

Further, pursuant to Regulation 2(1)(zc) of the SEBI Listing Regulations, a Related Party Transaction includes a transaction involving a transfer of resources, services or obligations between the listed entity and a related party, regardless of whether a price is charged or not. Accordingly, the proposed transactions with **Flycare Health Private Limited ("FHPL")** fall within the ambit of Related Party Transactions under the SEBI Listing Regulations.

Since the aggregate value of the proposed transactions with FHPL is likely to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, approval of the Members is being sought by way of an Ordinary Resolution as set out in Item No. 14 of the accompanying Notice.

Nature, Concept, Benefit and Rationale of Transaction(s)

Flycare Health Private Limited ("FHPL") is a related party of Infinity Infoway Limited ("the Company") by virtue of common directorship and participation of the Company's directors/shareholders in the management and shareholding of FHPL.

FHPL is engaged in the business of manufacturing pharmaceuticals, medicinal chemicals and botanical products and carrying on the business of manufacturing, trading, distribution, importing, exporting, transporting, storing, developing, promoting and dealing in healthcare products and allied pharmaceutical products on retail and wholesale basis in India and overseas markets.

The Company, in the ordinary course of business, enters into various transactions with FHPL for procurement and supply of healthcare products, pharmaceutical products, technology and software support services, business support services, marketing support services, reimbursement of expenses and other allied business activities.

The management of the Company has provided the Audit Committee with the details of the proposed Material Related Party Transactions with FHPL. The Audit Committee, after reviewing all relevant information, has approved and recommended the proposed transactions for an aggregate amount not exceeding **Rs.10.00 Crore (Rupees Ten Crore Only)**. The Audit Committee has noted that the proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

ANNEXURE TO THE EXPLANATORY STATEMENT

**Information pursuant to
SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023**

Sr. No.	Particulars	Details
1(a)	Name of the Related Party and its relationship with the listed entity, including nature of concern or interest (financial or otherwise)	Flycare Health Private Limited ("FHPL") is a related party of Infinity Infoway Limited by virtue of common directorship and participation of the Company's directors/shareholders in the management and shareholding of FHPL.
1(b)	Name of the Director(s) or KMP who is related, if any, and nature of relationship	Mrs. Reena B. Gadhethriya, Non-Executive Director of the Company, is also a Director on the Board of Flycare Health Private Limited. Further, Mr. Bhaveshkumar Dhirajlal Gadhethriya has shareholding interest in Flycare Health Private Limited and is related to the proposed transaction.
1(c)	Type, material terms and particulars of the proposed transaction	Purchase, sale, distribution and supply of pharmaceutical products, healthcare products, medicinal chemicals, botanical products, contract manufacturing services, trading activities, warehousing and logistics support services, marketing and promotional services, reimbursement of expenses and other allied business transactions. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis. whether by way of one or more contracts, purchase orders, work orders, service agreements, statements of work, amendments, renewals or other commercial arrangements
1(d)	Value of the proposed Related Party Transactions	Up to Rs.10,00,00,000/- (Rupees Ten Crores Only).
1(e)	Value of the proposed RPT as a percentage of the Company's audited consolidated annual turnover for FY 2025-26	42.07 %
1(f)(i)	Details of source of funds in connection with the proposed transaction	Not Applicable.
1(f)(ii)	Details of financial indebtedness incurred	Not Applicable.
1(f)(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule,	Not Applicable.

Sr. No.	Particulars	Details
	whether secured or unsecured and nature of security	
1(f)(iv)	Purpose for which the funds will be utilized by the ultimate beneficiary	Not Applicable.
1(g)	Any other information relevant or important for the Members to take a decision	The proposed transaction limit represents the maximum aggregate value of transactions that may be entered into based on anticipated business requirements. The actual value of transactions may vary depending upon business requirements, procurement needs and commercial opportunities.
1(h)	Justification as to why the proposed Related Party Transactions are in the interest of the Company	The proposed Related Party Transactions are intended to support the Company's business operations by facilitating the procurement, supply and distribution of pharmaceutical and healthcare products, leveraging operational capabilities and ensuring efficient execution of business activities. The Board of Directors is of the opinion that the proposed transactions are in the best interests of the Company and its shareholders.

Except **Mrs. Reena B. Gadhethriya, Non-Executive Director of the Company, and Mr. Bhaveshkumar Dhirajlal Gadhethriya, to the extent of his shareholding interest, if any, in Flycare Health Private Limited**, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 14 of the Notice for approval of the Members of the Company.

ITEM NO.15

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, requires prior approval of shareholders by way of an Ordinary Resolution for all Material Related Party Transactions and subsequent material modifications thereto.

Further, pursuant to Regulation 2(1)(zc) of the SEBI Listing Regulations, a Related Party Transaction includes a transaction involving a transfer of resources, services or obligations between the listed entity and a related party, regardless of whether a price is charged or not. Accordingly, the proposed transactions with Jetinfy Technology Private Limited ("JTPL") fall within the ambit of Related Party Transactions under the SEBI Listing Regulations.

Since the aggregate value of the proposed transactions with JTPL is likely to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, approval of the Members is being sought by way of an Ordinary Resolution as set out in Item No. 15 of the accompanying Notice.

Nature, Concept, Benefit and Rationale of Transaction(s)

Jetinfy Technology Private Limited ("JTPL") is a related party of Infinity Infoway Limited ("the Company") by virtue of common directorship and participation of the Company's directors/shareholders in the management and shareholding of JTPL.

JTPL is engaged in the business of software development, software support and maintenance services, ERP and CRM solutions, cloud-based systems, web and mobile application development, artificial intelligence and machine learning solutions, cybersecurity services, digital transformation solutions, IT consulting, managed services, system integration, outsourcing services, technology-enabled services and other allied information technology solutions.

The Company, in the ordinary course of business, enters into various transactions with JTPL for software development services, software support and maintenance services, ERP implementation services, technology consulting services, cloud services, web and mobile application development, project execution services, technical support services, IT-enabled services, reimbursement of expenses and other allied business activities.

The management of the Company has provided the Audit Committee with the details of the proposed Material Related Party Transactions with JTPL. The Audit Committee, after reviewing all relevant information, has approved and recommended the proposed transactions for an aggregate amount not exceeding Rs.10.00 Crore (Rupees Ten Crore Only) during the financial year 2026-27. The Audit Committee has noted that the proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

ANNEXURE TO THE EXPLANATORY STATEMENT

Information pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023

Sr. No.	Particulars	Details
1(a)	Name of the Related Party and its relationship with the listed entity, including nature of concern or interest (financial or otherwise)	Jetinfy Technology Private Limited ("JTPL") is a related party of Infinity Infoway Limited by virtue of common directorship and participation of the Company's directors/shareholders in the management and shareholding of JTPL.
1(b)	Name of the Director(s) or KMP who is related, if any, and nature of relationship	Mrs. Reena Gadhethriya, Non-Executive Director of the Company, is also a Director on the Board of Jetinfy Technology Private Limited. Further, Mr. Bhaveshkumar Gadhethriya, Managing Director of the Company, is a shareholder in JTPL.
1(c)	Type, material terms and particulars of the proposed transaction	Software development services, software support and maintenance services, ERP solutions, CRM solutions, cloud computing services, web and mobile application development, AI/ML solutions, IT consulting services, digital transformation services, system integration services, managed services, cybersecurity solutions, IT-

Sr.No.	Particulars	Details
		enabled services, outsourcing services, project implementation services, technical support services, reimbursement of expenses and other allied business transactions. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis.
1(d)	Value of the proposed Related Party Transactions	Up to Rs.10,00,00,000/- (Rupees Ten Crores Only).
1(e)	Value of the proposed RPT as a percentage of the Company's audited consolidated annual turnover for FY 2025-26	42.07 %
1(f)(i)	Details of source of funds in connection with the proposed transaction	Not Applicable.
1(f)(ii)	Details of financial indebtedness incurred	Not Applicable.
1(f)(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured and nature of security	Not Applicable.
1(f)(iv)	Purpose for which the funds will be utilized by the ultimate beneficiary	Not Applicable.
1(g)	Any other information relevant or important for the Members to take a decision	The proposed transaction limit represents the maximum aggregate value of transactions that may be entered into based on anticipated business requirements. The actual value of transactions may vary depending upon project execution, service requirements and business opportunities.
1(h)	Justification as to why the proposed Related Party Transactions are in the interest of the Company	The proposed Related Party Transactions are intended to support the Company's business operations by enabling efficient execution of technology projects, leveraging technical expertise and specialized resources, and enhancing operational efficiency. The Board of Directors is of the opinion that the proposed transactions are in the best interests of the Company and its shareholders.

Except Mrs. Reena Gadhethriya, Non-Executive Director, and Mr. Bhaveshkumar Gadhethriya, Managing Director, to the extent of their interest in JTPL, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 15 of the Notice for approval by the Members of the Company.

ITEM NO.16

Pursuant to Section 102 of the Companies Act, 2013 and Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEBS Regulations"), the following Explanatory Statement sets out all material facts relating to the Special Business The Members of the Company had approved the Infinity Employee Stock Option Plan 2025 ("ESOP 2025") on 21st May, 2025 for grant of up to 1,50,000 Employee Stock Options to eligible employees of the Company. Subsequently, the equity shares of the Company were listed on BSE SME Platform on 08th October, 2025.

In order to ensure continued compliance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as a matter of abundant caution and good governance, the approval of the Members is being sought for ratification and confirmation of ESOP 2025 after listing of the Company.

The Members are further informed that the Nomination and Remuneration Committee has granted 37,885 stock options under ESOP 2025 from the approved ESOP pool, including grant of 35500 stock options to an eligible Key Managerial Personnel, in accordance with the terms of the Scheme.

The Board is of the opinion that ratification of ESOP 2025 is in the best interests of the Company and its employees and recommends the Special Resolution set out at Item No. 16 for approval by the Members.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Nikunj Vrajlal Gajera, Whole-time Director of the Company, is interested in the resolution to the extent of Employee Stock Options granted to him under ESOP 2025. Mr. Nikunj Vrajlal Gajera has been granted an aggregate of 35,500 Employee Stock Options under ESOP 2025, comprising 15,500 options granted prior to listing and 20,000 options granted after listing of the Company's Equity Shares.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of Employee Stock Options that may be granted to them under ESOP 2025 in accordance with the terms of the Scheme and applicable laws.

ANNEXURE TO THE EXPLANATORY STATEMENT

Pursuant to Regulation 6(2) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

The salient features of the **Infinity Employee Stock Option Plan 2025 ("ESOP 2025")** are as under:

Sr. No.	Particulars	Disclosure
1	Brief description of the Scheme	Infinity Employee Stock Option Plan 2025 ("ESOP 2025") has been formulated to attract, motivate, retain and reward employees and align their interests with the long-term growth and profitability of the Company.

Sr. No.	Particulars	Disclosure
2	Total number of options to be granted	Up to 1,50,000 (One Lakh Fifty Thousand) Employee Stock Options convertible into an equal number of Equity Shares of face value ₹10/- each.
3	Identification of classes of employees entitled to participate in the Scheme	Permanent employees of the Company, whether working in India or outside India, as may be determined by the Nomination and Remuneration Committee in accordance with the Scheme and applicable laws.
4	Requirements of vesting and period of vesting	Vesting shall be subject to continued employment with the Company and fulfillment of such conditions as may be specified by the Nomination and Remuneration Committee. Minimum vesting period shall be one year from the date of grant, except in case of death or permanent incapacity where vesting shall take place as per the Scheme.
5	Maximum period within which the options shall be vested	As determined by the Nomination and Remuneration Committee at the time of grant and in accordance with the provisions of the Scheme and applicable laws.
6	Exercise price or pricing formula	The exercise price shall be determined by the Nomination and Remuneration Committee at the time of grant in accordance with the Scheme and applicable laws.
7	Exercise period and process of exercise	Vested options may be exercised during the exercise period specified in the grant letter and the Scheme by submitting an exercise application and payment of the applicable exercise price and taxes.
8	Appraisal process for determining eligibility	Eligibility shall be determined by the Nomination and Remuneration Committee based on parameters such as performance, designation, role, responsibility, contribution, potential, length of service and other criteria as may be determined by the Committee.
9	Maximum number of options to be granted per employee and in aggregate	Aggregate options under the Scheme shall not exceed 1,50,000 options . The number of options to be granted to an eligible employee shall be determined by the Nomination and Remuneration Committee.
10	Maximum quantum of benefits to be provided per employee	The benefit shall depend upon the number of options granted, vested and exercised and the market price of the equity shares prevailing at the time of exercise.
11	Whether the Scheme is to be implemented and administered directly or through a trust	The Scheme shall be implemented and administered directly by the Company.
12	Whether the Scheme involves new issue of shares or secondary acquisition by trust or both	The Scheme involves issue and allotment of fresh Equity Shares by the Company upon exercise of vested options.

Sr. No.	Particulars	Disclosure
13	Amount of loan to be provided for implementation of the Scheme by the Company to the trust, maximum tenure, utilization, repayment terms etc.	Not Applicable, since the Scheme is not administered through a trust.
14	Maximum percentage of secondary acquisition that can be made by the trust	Not Applicable.
15	Lock-in period	The Board, based on the recommendation of the Nomination and Remuneration Committee, has approved amendment of the lock-in provision under ESOP 2025 to provide flexibility to the Nomination and Remuneration Committee to determine the lock-in period, if any, up to a maximum period 1 of 36 months from the date of allotment."
16	Conditions under which options shall lapse	Options shall lapse upon resignation, termination, abandonment of employment, expiry of exercise period or such other circumstances as specified under the Scheme.
17	Treatment of options in case of death	All unvested options shall vest immediately and may be exercised by the nominee or legal heir in accordance with the provisions of the Scheme.
18	Treatment of options in case of permanent incapacity	All unvested options shall vest immediately and may be exercised by the employee or nominee/legal heir in accordance with the provisions of the Scheme.
19	Accounting and disclosure policies	The Company shall comply with the applicable accounting standards including IND AS 102 and the disclosure requirements prescribed under the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws.
20	Method of valuation	The Company shall use the Fair Value Method or such other method as prescribed under applicable accounting standards.
21	Statement regarding intrinsic value method	The Company shall disclose the impact of the difference between employee compensation cost computed using intrinsic value method and fair value method, if applicable, in accordance with the applicable accounting standards and SEBI Regulations.
22	Conditions for variation of terms of the Scheme	Subject to applicable laws and shareholder approvals, wherever required, the Nomination and Remuneration Committee may amend, alter or vary the terms of the Scheme, provided such variation is not detrimental to the interests of employees.

Sr. No.	Particulars	Disclosure
23	Statement regarding compliance	The Scheme shall be administered in accordance with the provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws.

Additional Information

The Members of the Company had approved the Infinity Employee Stock Option Plan 2025 ("ESOP 2025") by way of Special Resolution passed on 21 May 2025 for grant of up to 1,50,000 Employee Stock Options. The Equity Shares of the Company were subsequently listed on the BSE SME Platform on 08 October 2025.

Pursuant to the said approval, the Nomination and Remuneration Committee granted 27,885 options prior to listing and 35,825 options after listing of the Company's Equity Shares. Out of the aforesaid grants, Mr. Nikunj Vrajlal Gajera, Whole-time Director of the Company, has been granted an aggregate of 35,500 Employee Stock Options, comprising:

- 15,500 Options granted prior to listing; and
- 20,000 Options granted on 29 January 2026.
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The details of options granted under ESOP 2025 as on the date of this Notice are as follows:

Particulars	No. of Options
Total ESOP Pool Approved	1,50,000
Granted Prior to Listing	27,885
Granted After Listing	35,825
Total Granted Till Date	63,710
Balance Available for Future Grants	86,290

The approval of the Members is being sought for ratification and confirmation of ESOP 2025 and the actions taken thereunder after listing of the Company in order to ensure continued compliance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Except Mr. Nikunj Vrajlal Gajera, Whole-time Director of the Company, to the extent of 35,500 Employee Stock Options granted to him under ESOP 2025, and their respective relatives to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO.17

The Members of the Company had approved the Infinity Employee Stock Option Plan 2025 ("ESOP 2025") on 21 May 2025. In order to provide greater flexibility in designing employee compensation, retention and reward mechanisms and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved certain amendments to ESOP 2025, subject to approval of the Members.

The existing and proposed provisions are summarized below:

Particulars	Existing Provision	Proposed Provision
Vesting Schedule	50% of the Options vest at the end of the first year from the date of grant and the remaining 50% vest at the end of the second year from the date of grant.	Options shall vest in such tranches, percentages (up to 100% of the Options granted) and upon completion of such period(s) from the date of grant as may be determined by the Board of Directors or NRC at the time of grant and specified in the Grant Letter, subject to applicable laws.
Lock-in Period	Equity Shares allotted pursuant to exercise of Options are subject to a lock-in period of one year from the date of allotment.	Equity Shares allotted pursuant to exercise of Options may be subject to a lock-in period ranging from 1 (One) to 36 (Thirty Six) Months from the date of allotment, as may be determined by the Board of Directors or NRC at the time of grant and specified in the Grant Letter.
Cancellation / Forfeiture of Options	No express provision.	Board of Directors/NRC shall have the authority to cancel, withdraw, forfeit, lapse or revoke Options in specified circumstances in accordance with the Scheme, Grant Letter and applicable laws.

The proposed amendments will enable the Company to structure employee incentives in a more effective manner by permitting employee-specific vesting schedules and lock-in periods based on role, performance, retention requirements, business objectives and other relevant factors.

Accordingly, certain grants may vest 100% after completion of one year from the date of grant, while other grants may vest in multiple tranches over a longer period, as determined by the Board of Directors or the Nomination and Remuneration Committee and specified in the respective Grant Letter, subject to compliance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Board is of the opinion that Amendment of ESOP 2025 is in the best interests of the Company and its employees and recommends the Special Resolution set out at Item No. 17 for approval by the Members.

ITEM NO.18

The Members of the Company had approved **Infinity Employee Stock Option Plan 2025 ("ESOP 2025")** by way of Special Resolution passed on **21 May 2025** for grant of up to **1,50,000 Employee Stock Options**. The Equity Shares of the Company were subsequently listed on the **BSE SME Platform on 08 October 2025**. Pursuant to the said approval and in accordance with the terms of ESOP 2025, the Nomination and Remuneration Committee approved grant of **35,825 Employee Stock Options** on **29 January 2026** to eligible employees of the Company.

The details of grants made under ESOP 2025 are as under:

Particulars	No. of Options
Total ESOP Pool Approved	1,50,000

Particulars	No. of Options
Options Granted Prior to Listing	27,885
Options Granted After Listing (29.01.2026)	35,825
Total Options Granted	63,710
Balance Available for Future Grants	86,290

Further, Mr. Nikunj Vrajlal Gajera, Whole-time Director of the Company, has been granted an aggregate of 35,500 Employee Stock Options, comprising 15,500 Options granted prior to listing and 20,000 Options granted on 29 January 2026. The Board considers it appropriate, as a matter of good governance and abundant caution, to seek ratification and approval of the aforesaid post-listing grant made under ESOP 2025.

Interest of Directors and Key Managerial Personnel

Mr. Nikunj Vrajlal Gajera, Whole-time Director of the Company, is interested in the Resolution to the extent of Employee Stock Options granted to him under ESOP 2025. Save and except the aforesaid, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board is of the opinion that ratification and confirmation of post-listing grant of employee stock options under ESOP 2025 is in the best interests of the Company and its employees and recommends the Special Resolution set out at Item No. 18 for approval by the Members

Annexure -A

DISCLOSURES IN RESPECT OF RATIFICATION OF POST-LISTING GRANT OF OPTIONS UNDER ESOP 2025

(Pursuant to the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021)

Sr. No.	Particulars	Details
1	Name of the Scheme	Infinity Employee Stock Option Plan 2025 ("ESOP 2025")
2	Date of Shareholders' Approval of the Scheme	21 May 2025
3	Date of Listing of Equity Shares of the Company	08 October 2025
4	Whether the Scheme was disclosed in the Red Herring Prospectus (RHP)	Yes
5	Total number of Options approved under ESOP 2025	1,50,000 Options
6	Whether any increase in ESOP Pool is proposed	No

Sr. No.	Particulars	Details
7	Options granted prior to listing	27,885 Options
8	Options granted after listing	35,825 Options
9	Date of Post-Listing Grant	29 January 2026
10	Total Options granted till date	63,710 Options
11	Balance Options available for future grant	86,290 Options
12	Exercise Price	As determined in accordance with ESOP 2025 and the respective Grant Letters
13	Vesting Schedule	As per the terms of ESOP 2025 and the respective Grant Letters
14	Lock-in Period	As per the terms of ESOP 2025 and the respective Grant Letters
15	Maximum number of Options granted to any identified employee during the year	20,000 Options
16	Name of Director/KMP who received Options under the Post-Listing Grant	Mr. Nikunj Vrajlal Gajera, Whole-time Director
17	Number of Options granted to Mr. Nikunj Vrajlal Gajera under the Post-Listing Grant dated 29 January 2026	20,000 Options
18	Aggregate number of Options granted to Mr. Nikunj Vrajlal Gajera under ESOP 2025	35,500 Options (15,500 pre-listing and 20,000 post-listing)
19	Whether grant to identified employee exceeds the limits prescribed under applicable SBEB Regulations requiring separate approval	No
20	Diluted impact of the post-listing grant	The grant forms part of the approved ESOP pool of 1,50,000 Options and does not result in any increase in the approved pool size.

Annexure I

Details of Director Seeking Re-appointment at the Ensuing Annual General Meeting Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Sr. No.	Particulars	Information
01	Name of Director	Mr Dhirajlal Bhanjibhai Gadhedhriya
02	Director Identification Number	07199208
03	Category of Directorship	Chairman Cum Wholetime director
04	Date of Birth	January 1, 1961

05	Date of First Appointment	20/06/2015
06	Nationality	Indian
07	Date of Redesignation	12/08/2024
08	qualification, experience of Director	Mr. Dhirajlal Bhanjibhai Gadhethariya is the Promoter, Chairman and Whole-time Director of the Company and possesses over 31 years of extensive experience in the manufacturing industry. He was appointed as a Director of the Company in June 2015 and has since been instrumental in providing strategic direction, operational leadership and business guidance to the Company. He has been associated with Shree Ashok Fasteners as a Partner since 1993 and has acquired significant expertise in manufacturing operations, business development, administration, quality management and overall business management. Despite having formal education up to the sixth standard, his exceptional practical knowledge, entrepreneurial acumen, leadership capabilities and deep understanding of the industry have enabled him to successfully navigate business challenges and contribute significantly to the sustained growth, profitability and long-term success of the Company. His vast experience, commitment to excellence and vision for organizational development continue to be valuable assets to the Company.
09	Disclosure of relationships between Directors inter-se	Mr. Dhirajlal Bhanjibhai Gadhethriya is related to Mr. Bhaveshkumar Dhirajlal Gadhethriya and Mrs. Reena B. Gadhethriya. Except for the aforesaid relationship, he is not related to any other Director or Key Managerial Personnel of the Company.
10	Names of listed entities in which the person also holds the Directorship	Except Infinity Infoway limited, he does not hold directorship in any Listed Company.
11	Chairman/Member of the Committees of the Board of Directors of the Company.	He is not Member or chairman of any committee
12	Disclosure of Disqualification	He is not disqualified from being appointed as a director.
13	No. of Shares held in the Company as on 31 st March, 2026	7,22,000 Shares
14	Terms and conditions for appointment/re-appointment	Substantial Terms and Conditions of Appointment are as under: 1) Tenure of re-appointment shall be 3 years with effect from August 8, 2024.

		2) Chairman cum Whole Time Director shall be liable to retire by rotation 3) Remuneration up to Rs. 13,20,000/- (Rupees Thirty Lacs) per annum subject to change as per profitability of the Company i.e. the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 13,20,000 Per Annum. The remuneration including benefits, amenities shall nevertheless be paid and allowed as remuneration for any financial year in case of absence or inadequacy of profits for such year. 4) The Company shall pay any remuneration to the Chairman cum Whole Time Director as per the decision of the Board of Director which should be as prescribed by the Companies Act, 2013 or any modification or alteration or replacement of the Such Act. 5) The Chairman cum Whole Time Director shall be entitle to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to the other employees of the Company and as may be decided by the Board, within the overall limits of Rs. 13,20,000 per annum as specified. 6) The Company shall reimburse of actual expenses incurred by the Chairman cum Whole Time Director in connection with the company's business. Either party shall terminate this employment by giving to the other advance notice of three months.
15	Proposed Remuneration Approved	18,00,000/- P.A.
16	Remunerations Last drawn	12,00,000/-P.A.
17	Number of Board Meetings attended during the year	18
18	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018_19 and the	The Director being re-appointed is not debarred from holding the office of a director by virtue of any SEBI

	National Stock Exchange of India Limited Circular with ref. no. NSE/ CML/2018/24, both dated 20 th June, 2018.	Order or such any other authority
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**By order of the Board of Directors
For, Infinity Infoway Limited**

**Sd/-
Mr. Bhaveshkumar D. Gadhethariya
Managing director
(DIN: 01453088)**

**Date : 13th July, 2026
Place : Rajkot**

THANK YOU

We extend our sincere gratitude to our investors, partners, clients, and employees for their unwavering trust and support.

Your belief in our vision inspires us to innovate, grow, and create lasting value.

Together, we build a smarter tomorrow.

Infinity Infoway Limited



P-9, NR. Water Tank,
Visvakarma Society, Mavadi Chokdi,
Rajkot, Gujarat, India - 360004



Tel No: +91 - 9687800336



Website: www.infinityinfoway.com



Email: cs@infinityinfoway.com