

NOTICE

To,
The Members,

Notice is hereby given that the 19th Annual General Meeting of the members of **GENXAI ANALYTICS LIMITED (FORMERLY KNOWN AS GENXAI ANALYTICS PRIVATE LIMITED)** will be held on **Wednesday, 30th September, 2026 at 12:00 Noon** through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Audited Balance Sheet as at 31st March, 2026, Profit & Loss Account and Cash Flow Statement for the period ended on that date along with the schedules and notes appended thereto together with reports of the Auditors and Board of Directors thereon.

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company including the balance sheet as at March 31, 2026, the statement of profit & loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Rakesh Agarwal (DIN: 07678298), who retires by rotation and being eligible offers, himself for re-appointment.

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 Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), provisions of Articles of Association of the Company and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, **Mr. Rakesh Agarwal (DIN: 07678298)**, Managing Director who retires by rotation being eligible, be and is hereby re-appointed as a Director (Category – Managing Director) of the Company, liable to retire by rotation on the existing terms and conditions of appointment". Brief Profile and other requisite disclosures in respect of Mr. Rakesh Agarwal provided in **Annexure I** to this Notice, which forms an integral part of this Notice.

3. To appoint M/s S K Patodia & Associates LLP, Chartered Accountants, Jaipur (FRN: 112723W/W100962) as the Statutory Auditors and fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the appointment of **M/s. S K Patodia & Associates LLP, Chartered Accountants, Jaipur (FRN: 112723W/W1009 62)** as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee, in consultation with the Auditors.

RESOLVED FURTHER THAT any of the Executive Directors of the Company and/or Company Secretary and/or Chief Financial Officer of the Company be and is jointly/severally hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including the power to finalize the terms of appointment and remuneration of the Statutory Auditors."

SPECIAL BUSINESSES

4. To consider and approve the Appointment of Secretarial Auditor of the company:

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 Section 204 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the Consent of the members of the Company be and is hereby accorded for appointment of **M/s Ayush Khandelwal & Associates, Company Secretaries (FRN S2017RJ527800)** a Peer Reviewed Secretarial Audit Firm (Peer Review No. 4647/2023) as Secretarial Auditor of the Company for a period of five consecutive years, commencing from 2026-27 till the financial year 2030-31 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report at such remuneration as may be mutually agreed between the Secretarial Auditor and the Board/management of the company plus applicable tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit."

"RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company".

"RESOLVED FURTHER THAT any of the Executive Director or Company Secretary or CFO of the Company be and is hereby severally authorized to digitally sign and submit necessary e-Forms with the Registrar of Companies (ROC) and other concern authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution including intimation of the Same with the Stock Exchange."

5. Approval of Employee Stock Option Policy (ESOP) 2026 in Accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with rules made thereunder of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), as amended from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 the introduction and implementation of the **GenXAI Analytics Limited Employee Stock Option Policy 2026 (“ESOP 2026”)**, as recommended by the Board of Directors, for the benefit of such eligible employees of the Company as may be determined in accordance with the ESOP 2026, which scheme shall provide for grant of employee stock options (“Options”) exercisable into equity shares of the Company, on such terms and conditions as may be set out in the ESOP 2026.

RESOLVED FURTHER THAT the maximum number of Options that may be granted under the ESOP 2026 shall not exceed **18,00,000 Options**, each Option being convertible into one **(1) equity share** of the Company of face value of ₹ 10 each, or such other number of equity shares as may be determined in accordance with the terms of the ESOP 2026 and applicable laws.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted pursuant to the Scheme shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Options granted under the ESOP 2026 shall vest and be exercisable in accordance with the vesting period, exercise period, exercise price and other terms and conditions as may be specified in the ESOP 2026 and as determined by the Board of Directors and Nomination and Remuneration Committee, constituted by the Board in this regard, subject to applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Nomination and Remuneration Committee as may be authorised by the Board, be and is hereby authorised to administer and implement the ESOP 2026, including determining the eligibility of employees, granting Options, determining the number of Options to be granted, vesting and exercise conditions, exercise price, terms of grant, and such other matters as may be necessary for effective implementation of the ESOP 2026.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division/unit, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them and the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the ESOP-2026 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board of Directors and the Committee be and are hereby authorised to make such modifications, changes, variations, alterations or amendments to the ESOP 2026 as may be necessary or desirable, provided that the same are not prejudicial to the interests of the Option holders and are in accordance with applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP-2026 on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and SE) Regulations, the SEBI Listing Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT the Board of Directors and the Committee be and are hereby authorised, subject to compliance with the applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to take all such steps, execute all such documents, deeds and writings, make such applications and filings, and do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and the ESOP 2026.”

6. To approve grant of Employee Stock Options to Employees/Directors of the Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [Present and Future] of the Company under the “GenXAI Analytics Limited Employee Stock Option Policy 2026 (“ESOP 2026”)”.

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 62 (1) (b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Act and the Rules, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“the SEBI SBEB and SE Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board

of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee to exercise its powers in relation hereto including the powers conferred by this Resolution), the consent of the members be and is hereby accorded to extend the benefits of “GenXAI Analytics Limited Employee Stock Option Policy 2026 (“ESOP 2026”)” proposed in the resolution number 5 above to the eligible Employees/ Directors of the Company and/or Subsidiary Company(ies), Group Company(ies), Associate Company(ies) (present or future) and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with ESOP-2026.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP-2026 from time to time or to suspend, withdraw or revive ESOP-2026 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

“RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and Company’s subsidiary company(ies), group company(ies), associate company(ies) (present or future) under the ESOP-2026 shall not cumulatively exceed such number of stock options convertible in one or more tranches, into not more than 18,00,000 (Eighteen Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division/unit, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 /- (Rupee Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations and in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to ESOP-2026 and to do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP-2026 on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and SE) Regulations, the SEBI Listing Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP-2026 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives or officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

7.To approve the material related party transaction(s) with GenXAI INC, a step down subsidiary of the Company.

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 Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“the Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the recommendation/approval of the Audit Committee & Board of Directors, 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 of the Board), to ratify/ approve all existing contracts/arrangements/agreements/ transactions and to enter into new/further contracts/arrangements/agreements/transactions (including any modifications, alterations amendment or renewal thereto) with **GenXAI INC., a related party** within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for stated against respective

nature of transactions, on such terms and conditions as the Board of Directors including committee/s may deem fit, up to a maximum aggregate value as specified below for the financial year 2026-27, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

8. To approve the material related party transaction(s) with Veear Analytics INC., a subsidiary of the Company.

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 Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**the Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the recommendation/approval of the Audit Committee & Board of Directors, 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 of the Board), to ratify/ approve all existing contracts/arrangements/agreements/ transactions and to enter into new/further contracts/arrangements/agreements/transactions (including any modifications, alterations amendment or renewal thereto) with **Veear Analytics INC.**, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for stated against respective nature of transactions, on such terms and conditions as the Board of Directors including committee/s may deem fit, up to a maximum aggregate value as specified below for the financial year 2026-27, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

By Order of the Board
For and on behalf of GenXAI Analytics Limited
(Formerly Known as GenXAI Analytics Private Limited)

Sd/-

Rakesh Agarwal

Managing Director (DIN: 07678298)

3rd Floor, Tower -7, Plot No. 7, Teachers Colony, Baba Market,
 DCM, Ajmer Road, Jaipur, Rajasthan, India, 302021

Date: 03/09/2026

Place: Jaipur

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the businesses under Item Nos. 3 to 8 of the accompanying Notice of the 19th Annual General Meeting ("Notice"), is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on 03rd September, 2026 considered that the businesses under Item Nos. 3 to 8 being considered unavoidable, be transacted at the 19th Annual General Meeting (19th AGM) of the Company through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM"). Pursuant to the General Circular No. 03/2025 dated September 22, 2025, read with General Circular No. 9/2024 dated 19 September 2024, General Circular No. 9/2023 dated 25 September 2023, General Circular No. 10/2022 dated 28 December 2022, General Circular No. 2/2022 dated 5 May 2022, General Circular No. 2/2021 dated 13 January 2021, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 14/2020 dated 8 April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (LODR) Regulations, 2015 and MCA Circulars, the AGM of the Company will be held through VC/ OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
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 Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
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. Information of Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and ('SEBI Listing Regulations') is annexed hereto and forms part of this Notice.
6. 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.
7. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report for FY26 in electronic form only to those Members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Integrated Annual Report for FY26 only to those Members who specifically request for the same at secretarial@genxai.com mentioning their Folio No/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY26 have been uploaded on the website of the Company at <https://www.genxai.com> and may also be accessed from the relevant Section on the websites of the Stock Exchanges i.e. NSE at www.nseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.genxai.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.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.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
11. Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
12. Information regarding Scrutinizer and declaration of voting results: The Company has appointed M/s Ayush Khandelwal & Associates, Company Secretaries to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

14. The result declared along with the scrutinizer's report shall be placed on the Company's website under the head "Investor – Stock Exchange" after the result is declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchange i.e., National Stock Exchange of India, within two working days of the conclusion of the AGM.
15. Inspection of Documents: The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to secretarial@genxai.com.
16. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited to provide efficient and better services.
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. 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.
19. Instructions for e-voting and joining the AGM are as follows:

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

The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Tuesday, September 29, 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. September 23rd, 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 September 23rd, 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	1.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. 2.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 Use 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. 3.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. 4.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	1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of 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. 3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4.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:
 - a)If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b)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.
 - c)How to retrieve your ‘initial password’?
 - (i)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’.
 - (ii)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:
 - a) 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c)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.
 - d)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 cs.ayush.khandelwal@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 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 secretarial@genxai.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 secretarial@genxai.com. 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.**
3. 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.
4. 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 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 AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
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 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 secretarial@genxai.com. The same will be replied by the company suitably.

Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at secretarial@genxai.com. Only those speaker registration requests received till 05:00 p.m. (IST) on September 29, 2026 shall be considered and allowed as speakers during the AGM. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

Selection criteria for choosing a speaker: -

- i. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
- ii. Selection of Speakers would be made considering representation from different geographies, diverse categories /professions / age profiles/ gender and using random selection method.
- iii. Infrastructure, connectivity and speed available at the Speaker’s location are essential to ensure smooth interaction.

By Order of the Board
For and on behalf of GenXAI Analytics Limited
(Formerly Known as GenXAI Analytics Private Limited)

Sd/-
Rakesh Agarwal
Managing Director (DIN: 07678298)
3rd Floor, Tower -7, Plot No. 7, Teachers Colony, Baba Market,
DCM, Ajmer Road, Jaipur, Rajasthan, India, 302021

Date: 03/09/2026
Place: Jaipur



STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF SPECIAL BUSINESSES:

Item No 3. To appoint M/s S K Patodia & Associates LLP, Chartered Accountants, Jaipur (FRN: 112723W/W100962) as the Statutory Auditors and fix their remuneration.

M/s. Gupta K & Company LLP, Chartered Accountants, Jaipur (Firm Registration No. 022264C/C400394), were appointed as the Statutory Auditors of the Company at the 18th Annual General Meeting held on 10 September 2025 for a term of five consecutive years.

However, M/s. Gupta K & Company LLP tendered their resignation as Statutory Auditors of the Company on 9th October 2025, resulting in a casual vacancy in the office of the Statutory Auditors of the Company.

Accordingly, pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, **M/s. S K Patodia & Associates LLP, Chartered Accountants, Jaipur (Firm Registration No. 112723W/W100962)**, were appointed as Statutory Auditors of the Company by the Members at the Extraordinary General Meeting held on 27th October 2025 to fill the casual vacancy caused by the resignation of M/s. Gupta K & Company LLP. The said appointment is effective until the conclusion of the ensuing Annual General Meeting.

Pursuant to Section 139 and other applicable provisions of the Act read with the Rules made thereunder, the Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of **M/s. S K Patodia & Associates LLP, Chartered Accountants, Jaipur (Firm Registration No. 112723W/ W100962)**, as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of this 19th Annual General Meeting (“AGM”) until the conclusion of the 24th AGM of the Company, to be held in the year 2031.

The disclosures pursuant to the provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as mentioned below:

a)**Proposed fees payable to Statutory Auditors:** The details of proposed fees payable to the Statutory Auditors for the Financial Year 2026-27 shall be Rs. 4.00 Lakhs for Auditing of Financial Statements, Limited Review of Unaudited Results and Rs. 1.00 Lakh towards Tax Audit Fees aggregating to Rs. 5.00 Lakhs plus applicable taxes and reimbursement of out-of-pocket expenses.

Further, the Company may obtain certifications from **M/s S K Patodia & Associates LLP, Chartered Accountants** under statutory regulations and avail other permissible non-audit services, as may be required from time to time. The remuneration for certifications and non-audit services will be paid on mutually agreed terms between the Board of Directors, at the recommendation of Audit Committee and the Statutory Auditors. Revision, if any, to the statutory fees for subsequent years of the term, the remuneration shall be paid as may be mutually agreed between the Statutory Auditors and the Board of Directors of the Company at the recommendation of Audit Committee. The same is proposed for approval of Members of the Company.

b)**Terms of Appointment:** The re-appointment of M/s S K Patodia & Associates LLP, Chartered Accountants as the Statutory Auditors, if approved, shall be valid from the conclusion of 19th AGM till the conclusion of 24th AGM to be held in the year 2031, for carrying out Audit of Financial Statements & Annual Financial Results, Limited Review of Unaudited Quarterly/half yearly Financial Results.

Besides this, the Company may obtain Tax Audit services, certifications from M/s S K Patodia & Associates LLP, Chartered Accountants under statutory regulations and avail other permissible non-audit services, as may be required from time to time.

c) In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not Applicable

d) Basis of recommendation for Appointment: The Board of Directors & Audit Committee of the Company, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of Audit, Independence, etc. had considered, approved and recommended the reappointment of M/s S K Patodia & Associates LLP as the Statutory Auditors of the Company, to the Shareholders for their approval.

e) Details in relation to and credentials of the Statutory Auditors proposed to be appointed: M/s S K Patodia & Associates LLP, Chartered Accountants, having (Firm Registration No. 112723W/ W100962), is proposed to be appointed as the Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the ensuing 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting to be held in the year 2031, subject to the approval of the Members.

M/s S K Patodia & Associates LLP is a reputed firm of Chartered Accountants having experience of approximately 30+ years in the field of statutory audit, assurance, accounting, taxation, corporate laws and related professional services. The firm has experience in conducting audits of companies operating in various sectors and possesses the requisite professional expertise and experience to undertake the statutory audit of the Company.

The partners of the firm have extensive experience in statutory audit, financial reporting, Companies Act, 2013, SEBI regulations, taxation, internal controls, risk management, etc. and are well conversant with the applicable accounting standards and regulatory requirements.

The firm has confirmed that it is eligible for appointment as Statutory Auditors of the Company and is not disqualified from being appointed as such under the provisions of the Companies Act, 2013, the rules made thereunder or the applicable regulations. The firm has also furnished its consent and eligibility certificate to the Company for the proposed appointment.

The Audit Committee and the Board of Directors have considered the credentials, experience, expertise and professional capabilities of M/s S K Patodia & Associates LLP and recommend their appointment as the Statutory Auditors of the Company. The proposed appointment is in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution as set out in Item No. 3 for approval of the Members to be passed as an Ordinary Resolution.

Item No 4. To consider and approve the Appointment of Secretarial Auditor of the company

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of **M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries**, as the Secretarial Auditors of the Company for a period of five years, commencing from April 01, 2026, to March 31, 2031. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending Ayush Khandelwal of **M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries** for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. The remuneration for the Secretarial Audit will be decided by the Board of Directors or its committee in consultation with M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries.

Pursuant to Regulation 36(5) of the SEBI Listing Regulations as amended, the credentials and terms of appointment of Ayush Khandelwal of M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries are as under:

Profile: M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by Mr. Ayush Khandelwal, who is a distinguished professional in the field of corporate governance and compliance. Their expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has strong professional credentials who align with its core values of character, competence, and commitment. M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

Terms of appointment: M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries Practicing Company Secretaries is proposed to be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years from 2026- 27 to 2030-31. The proposed fees payable to M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries, is Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) for the Financial Year 2026-27 excluding certification fees, applicable taxes, reimbursements and other outlays. The fees for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. The Board recommends passing of the Ordinary Resolution, as set out in item 4 of this Notice, for your approval.

None of the Directors, Key Managerial Personnel, or their relatives, are in any manner, financially or otherwise, concerned or interested in the Resolution set out at Item No. 4.

Item No 5 and 6. Approval of Employee Stock Option Policy (ESOP) 2026 in Accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

AND

To approve grant of Employee Stock Options to Employees/Directors of the Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [Present and Future] of the Company under the “GenXAI Analytics Limited Employee Stock Option Policy 2026 (“ESOP 2026”)”.

Stock Options represent a reward system based on performance. This help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long term wealth in their hands. Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your Company believes in rewarding its Employees including Employees of its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present or future] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

The philosophy of Employee Stock Option Plans (ESOPs) within the GenXAI Analytics Limited, as well as in the broader market, has evolved to incorporate performance-based criteria that align management incentives with long-term shareholder value creation. The Company is currently at a stage of growth where attracting, retaining, and incentivizing key talent is critical to achieving its long-term business objectives and enhancing shareholder value.

In view of the above, the Members may kindly note that the Company proposes to introduce an Employee Stock Option Plan for its employees, to be known as the **GenXAI Analytics Limited** Employee Stock Option Policy 2026 (“ESOP 2026”), can serve as an effective non-cash incentive, help reduce attrition, and foster a sense of ownership among employees, particularly those in leadership, strategic, and technical roles.

The Nomination Remuneration Committee and the Board at their respective meetings held on 03rd September, 2026 considered, approved and recommend the same for the shareholders’ approval.

The salient features and other details of the “Proposed Scheme” as per Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

Particulars	Description
1. Brief Description of the Scheme	The GenXAI Analytics Limited Employee Stock Option Plan 2026 (“ESOP 2026”) is intended to reward, attract, incentivise and retain eligible employees and align their interests with the long-term growth and value creation of the Company. Under the Scheme, eligible employees may be granted stock options which confer a right, but not an obligation, to acquire equity shares of the Company upon vesting and payment of the applicable Exercise Price. The Scheme shall be administered by the Nomination and Remuneration Committee/Compensation Committee in accordance with the terms of the Scheme and Applicable Laws.



Particulars	Description
2. Total number of Stock Options to be granted	The maximum number of Options proposed to be granted under ESOP 2026 shall not exceed 18,00,000 Options, exercisable into not exceeding 18,00,000 Equity Shares of the Company. Each Option shall confer a right to apply for one Equity Share of the Company. The maximum number shall be appropriately adjusted in case of bonus issue, consolidation, subdivision, split or reorganisation of the capital structure, in accordance with the Scheme and Applicable Laws.
3. Identification of classes of Employees entitled to participate in ESOP 2026	The Scheme is applicable to eligible employees of the Company, Subsidiary Company(ies), Associate Company(ies) and other Group Company(ies), whether in India or outside India. Eligible Employees include employees designated by the Company, directors other than independent directors, promoters/promoter group and persons otherwise excluded under the Scheme, subject to Applicable Laws. The Scheme specifically provides that the Eligible Employees shall include employees holding managerial positions and positions above managerial level. The identification and selection of employees for grant of Options shall be at the discretion of the Board/Compensation Committee.
4. Requirements of vesting and period of vesting	The vesting of Options shall be subject to the Grantee's continued employment with the Company and the Grantee not being under notice of resignation or termination on the relevant Vesting Date. The Compensation Committee may prescribe performance criteria and other vesting conditions. The specific vesting criteria and schedule applicable to each grant shall be specified in the respective Grant Letter.
5. Maximum period within which the Options shall be vested	The Options shall vest over a period commencing not earlier than one year and not later than five years from the Date of Grant, as determined by the Compensation Committee.
6. Exercise Price or formula for arriving at Exercise Price	The Exercise Price for any Grant shall be INR 60/- per Option or 70% of the closing market price of the Equity Shares as on the Grant Date, whichever is lower, subject to the condition that the Exercise Price shall not be less than the face value of the Equity Shares. The Exercise Price may be adjusted for corporate actions such as rights issue, merger, stock split, bonus issue or consolidation, in accordance with the Scheme and Applicable Laws.
7. Exercise period and process of Exercise	Vested Options may generally be exercised within three years from the respective Vesting Date, or such other period as may be determined and communicated by the Compensation Committee. Exercise may be permitted in one or more tranches. The Grantee shall submit a duly completed Exercise Application/notice in the prescribed form together with payment of the applicable Exercise Price and such other documents as may be prescribed. Payment may be made through cheque, demand draft, RTGS, NEFT or such other permitted mode.

Particulars	Description
8. Appraisal process for determining eligibility of Employees	The Compensation Committee shall determine the eligibility of Employees based on such criteria as it may decide from time to time, including employee pay-band, loyalty, work performance, work experience, role and functions, Company performance, potential for future contribution, merit, conduct and business performance, together with such other parameters as may be considered appropriate.
9. Lock-in period	The Equity Shares allotted pursuant to exercise of Options shall be subject to a lock-in period of six months, or such other period as may be determined by the Compensation Committee in accordance with the Scheme and Applicable Laws. This contractual lock-in shall be in addition to any lock-in or transfer restrictions applicable under law.
10. Maximum number of Options to be granted per Employee and in aggregate	The aggregate maximum number of Options that may be granted under ESOP 2026 shall be 18,00,000 Options, convertible into a maximum of 18,00,000 Equity Shares. The ESOP Policy does not prescribe a specific maximum number of Options that may be granted to an individual Employee. The number of Options to be granted to each Eligible Employee shall be determined by the Compensation Committee having regard to the applicable eligibility criteria and other relevant factors.
11. Method which the Company shall use to value its Options	The Company shall comply with the requirements of AS and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.
12. Conditions under which Options vested in Employees may lapse	Options may lapse in case of non-fulfilment of applicable vesting conditions, failure to exercise Vested Options within the prescribed Exercise Period, voluntary surrender/declining of Options, or termination of employment for Cause. In case of termination for Cause, both vested and unvested Options lapse immediately. In case of resignation or termination without Cause, vested Options may be exercised within the applicable Exercise Period, while unvested Options lapse. In case of death or Permanent Disability, unvested Options vest immediately in full and may thereafter be exercised within the applicable Exercise Period. In case of retirement, vested Options may be exercised within 12 months and unvested Options vest on a pro-rata basis based on the period of service, with the balance lapsing.
13. Statement regarding compliance with applicable accounting standards	The Company shall comply with the disclosures requirements and the accounting policies specified in the SEBI (SBEB & SE) Regulations 2021.
14. Other Key Components of the Scheme	The Committee has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

None of the Directors, Key Managerial Personnel of the Company, or any relatives of such Director, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Scheme.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No. 5 and 6 for the approval of the Members.

GenXAi Analytics Limited Employee Stock Option Policy 2026 (“ESOP 2026”), and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

Item No 7 and 8: To approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2026-27 with GenXAi INC. And Veear Analytics INC.

Pursuant to Regulation 23(4) of the Listing Regulations, all the material related party transactions and subsequent material modifications requires the prior approval of members by means of a resolution, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. As per Listing Regulations, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) the threshold prescribed under Schedule XII of SEBI Listing Regulations. It shall be noted that pursuant to the Regulation 2(zc) of the Listing Regulations, the related party transactions entered into by the Subsidiary of the Listed entity where the subsidiary is a party but the listed entity is not a party shall be considered as a related party transaction which requires the approval of the Audit Committee and the Shareholders of the listed entity.

Therefore, material Related Party Transactions require the prior approval of the Members of the Company by way of an Ordinary Resolution. The transactions are to be entered into and/or continued in the ordinary course of business and on an arm’s length basis. However, as the aggregate value of the proposed transactions with the Related Parties may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, hence, approval of the Members is being sought by way of this Resolution.

The Audit Committee, at its meeting held on 27th May 2026, reviewed the proposed Related Party Transactions, the criteria for granting omnibus approval and the maximum limits for each Related Party and recommended the same to the Board of Directors for its approval.

The Board of Directors, at its meeting held on 27th May 2026, after considering the recommendations of the Audit Committee, approved the proposed omnibus framework and recommended the proposed Related Party Transactions, as set out below, for the approval of the Members.

The proposed Related Party Transactions are commercially beneficial and are necessary for the efficient conduct of the Company’s business operations and for optimum utilisation of resources. The Board is of the opinion that the proposed transactions will be undertaken on terms comparable to those prevailing for similar transactions with unrelated parties and are in the best interests of the Company.

Further, the listed entity shall provide the Minimum information to the Shareholders for the approval of Material Related Party Transactions. The information as required under the RPT Industry Standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

Minimum information to the Shareholders for the approval of Material Related Party Transactions with GenXAI INC.

SN	Particulars of the information	Information provided by the Management
A.	Details of the related party and transactions with the related party	
A (1)	Basic details of the Related Party Transaction	
1	Name of the related party	GenXAI INC.
2	Country of incorporation of the related party	United States
3	Nature of business of the related party	Enterprise performance management, strategic planning, consulting, digital transformation, and artificial intelligence (AI) solutions
A (2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/ subsidiary and the related party - including nature of its concern (financial or otherwise)	GenXAI Inc. is a step-down subsidiary of the Company. Mr. Rakesh Agarwal, Managing Director of the Company, is related to the transaction, and Mrs. Lakshmi Agarwal, Whole-time Director of the Company, is his spouse and is accordingly also related to the transaction.
a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party	Indirect - 100.00%
b)	Where the related party is a partnership firm, sole proprietorship concern or body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary	Foreign Company with Share Capital
c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary	NIL
A (3)	Details of previous transactions with the related party	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders	Aggregate value of up to ₹20.00 Crores, comprising Purchase of ₹5.00 Crores and Sales of ₹15.00 Crores, excluding applicable taxes, if any.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	22.65%

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (where applicable)	246.91%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone turnover where consolidated turnover is not available), if available	22.65%
6	Financial performance of the related party for FY 2025-26	Revenue/Turnover: 810.39 Lakhs Profit after Tax: 82.20 Lakhs Net Worth: 84.16 Lakhs
A (5)	Basic details of the proposed transaction	
1	Specific type of the proposed transaction	Purchase of goods/services and Sale of goods/services
2	Details of each type of the proposed transaction	Purchase of goods/services up to ₹5.00 Crores and Sale of goods/services up to ₹15.00 Crores. The transactions are proposed to be undertaken at arm's length basis and in the ordinary course of business.
3	Tenure of the proposed transaction	Three Year
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to ₹20.00 Crores during FY 2026-27, comprising Purchase of ₹5.00 Crores and Sale of ₹15.00 Crores, excluding applicable taxes, if any.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the interest of the Company as the services are provided to US-based customers through GenXAI Inc., while the requisite resources and support are provided by GenXAI Analytics Limited. Accordingly, the transactions facilitate efficient delivery of services to customers and support the Company's business operations.
7(a)	Name of the director/KMP of the listed entity who has interest in the transaction, whether directly or indirectly	Mr. Rakesh Agarwal and Mrs. Lakshmi Agarwal
7(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	39.96%
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable

9	Other information relevant for decision making	All relevant information forms a part of this Explanatory Statement setting out material facts.
	Other Information to be provided to the shareholders for approval of Material RPTs	
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Yes
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed Related Party Transactions are in the ordinary course of business and shall be undertaken on an arm's length basis. The pricing and other terms shall be determined based on prevailing market conditions, commercial considerations and terms applicable to similar transactions. The transactions are considered to be fair, reasonable and in the best interest of the Company.
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole Time Director/ Manager and CFO as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction(s) to the Members for approval.
5	Web-link and QR Code through which shareholders can access the valuation report or other reports of external party, if any	The proposed Related Party Transactions are in the ordinary course of business of the Company and are proposed to be undertaken on an arm's length basis. The Audit Committee has considered the nature, terms and commercial rationale of the proposed transactions while reviewing the same. No valuation report or other external party report has been obtained or relied upon by the Audit Committee in approving the proposed Related Party Transactions. Accordingly, no web-link or QR Code is applicable in this regard.
6	Affirmation regarding redaction of commercial secrets and other competitively sensitive information	The Audit Committee and the Board of Directors, while providing the information to the shareholders, have ensured that no commercial secrets or other information that may affect the competitive position of the Company has been redacted. The disclosures provided to the shareholders contain all material and relevant information necessary

		for informed decision-making in respect of the proposed Related Party Transaction.
7	Any other information that may be relevant	All relevant information forms a part of this Explanatory Statement.

Minimum information to the Shareholders for the approval of Material Related Party Transactions with Veear Analytics INC.

SN	Particulars of the information	Information provided by the Management
A.	Details of the related party and transactions with the related party	
A (1)	Basic details of the Related Party Transaction	
1	Name of the related party	Veear Analytics INC.
2	Country of incorporation of the related party	United States
3	Nature of business of the related party	Business in Consulting, staff augmentation, and niche IT talent solutions. It provides skilled technology resources, project management support, and consulting services to enterprises across diverse industries.
A (2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/ subsidiary and the related party – including nature of its concern (financial or otherwise)	Veear Analytics INC. is a Subsidiary of the Company. Mr. Raj Kishor Khaware, Director of the Company, is related to the transaction.
a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party	51.00%
b)	Where the related party is a partnership firm, sole proprietorship concern or body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary	Foreign Company with Share Capital
c)	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary	NA
A (3)	Details of previous transactions with the related party	
1	Total amount of all transactions undertaken during FY 2025-26	283.68 Lakhs
2	Total amount of all transactions undertaken during the current financial year up to the quarter immediately preceding the quarter in which approval is sought	67.25 Lakhs

3	Any default, if any, made by the related party concerning any obligation undertaken by it during the last three financial years	NA
A (4)	Amount of the proposed transactions	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders	Aggregate value of up to ₹10.00 Crores, comprising Purchase of ₹2.50 Crores and Sales of ₹7.50 Crores, excluding applicable taxes, if any.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	16.72%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (where applicable)	67.70%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone turnover where consolidated turnover is not available), if available	16.72%
6	Financial performance of the related party for FY 2025-26	Revenue/Turnover: 1476.65 Lakhs Profit after Tax: 489.80 Lakhs Net Worth: 351.42 Lakhs
A (5)	Basic details of the proposed transaction	
1	Specific type of the proposed transaction	Purchase of goods/services and Sale of goods/services
2	Details of each type of the proposed transaction	Purchase of goods/services up to ₹2.50 Crores and Sale of goods/services up to ₹7.50 Crores. The transactions are proposed to be undertaken at arm's length basis and in the ordinary course of business.
3	Tenure of the proposed transaction	Three year
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to ₹10.00 Crores during FY 2026-27, comprising Purchase of ₹2.50 Crores and Sale of ₹7.50 Crores, excluding applicable taxes, if any.

6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are necessary to meet the Company's operational and business requirements. The transactions will facilitate smooth business operations and are considered to be commercially beneficial and in the best interest of the Company.
7(a)	Name of the director/KMP of the listed entity who has interest in the transaction, whether directly or indirectly	Mr. Raj Kishor Khaware
7(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	49.00%
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed Related Party Transactions are in the ordinary course of business of the Company and are proposed to be undertaken on an arm's length basis. The Audit Committee has considered the nature, terms and commercial rationale of the proposed transactions while reviewing the same. No valuation report or other external party report has been obtained.
9	Other information relevant for decision making	All relevant information forms a part of this explanatory statement setting out material facts.
	Other Information to be provided to the shareholders for approval of Material RPTs	
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Yes
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed Related Party Transactions are in the ordinary course of business and shall be undertaken on an arm's length basis. The pricing and other terms shall be determined based on prevailing market conditions, commercial considerations and terms applicable to similar transactions. The transactions are considered to be fair, reasonable and in the best interest of the Company.
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole Time Director/Manager and CFO as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards
4	Disclosure that the material RPT or any material modification thereto has been	The material RPT has been approved by the Audit Committee, and the Board of Directors

	approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	recommend the proposed transaction(s) to the Members for approval.
5	Web-link and QR Code through which shareholders can access the valuation report or other reports of external party, if any	The proposed Related Party Transactions are in the ordinary course of business of the Company and are proposed to be undertaken on an arm's length basis. The Audit Committee has considered the nature, terms and commercial rationale of the proposed transactions while reviewing the same. No valuation report or other external party report has been obtained or relied upon by the Audit Committee in approving the proposed Related Party Transactions. Accordingly, no web-link or QR Code is applicable in this regard.
6	Affirmation regarding redaction of commercial secrets and other competitively sensitive information	The Audit Committee and the Board of Directors, while providing the information to the shareholders, have ensured that no commercial secrets or other information that may affect the competitive position of the Company has been redacted. The disclosures provided to the shareholders contain all material and relevant information necessary for informed decision-making in respect of the proposed Related Party Transaction.
7	Any other information that may be relevant	All relevant information forms a part of this Explanatory Statement.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board of Directors recommend the ordinary resolution as set out at item no. 7 and 8 of the Notice for the approval of the Members.

Mr. Rakesh Agarwal, Managing Director, and Mrs. Lakshmi Agarwal, Whole-Time Director and spouse of Mr. Rakesh Agarwal, are concerned or interested, financially or otherwise, in Item No. 7. Mr. Raj Kishor Khaware, Director, is concerned or interested, financially or otherwise, in Item No. 8. Except the aforesaid Directors and their respective relatives, to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, financially or otherwise, concerned or interested in the proposed resolutions.

Annexures to the Notice dated September 03, 2026 Annexure I - Details of Directors retiring by rotation at the Meeting:

Name of Director	Rakesh Agarwal
Director Identification Number (DIN)	07678298
Date of First/Original Appointment	11/03/2019
Date of Birth	01/01/1980



Age	47
Brief resume and nature of expertise of directors in specific functional area	Mr. Rakesh Agarwal is the Managing Director and one of the Promoter of our company. He has been serving on the Board of our Company since March 11, 2019. He holds a bachelor's degree of Commerce from University of Rajasthan in the year 2000 and has completed one year part-time general management programme for executives from Indian Institute of Management, Lucknow in 2013. He has more than 13 years' experience in the IT and AI powered solutions industry. He has been previously associated
	with Ernst & Young LLP, Reliance Capital Limited and ABG Shipyard Limited. He is responsible for establishing company objectives, developing business strategies, and ensuring financial management. He also oversees operations across all departments, maintains regulatory compliance, and engages with stakeholders while representing the company in public relations activities.
Qualifications	Executive MBA, Business Administration and Management
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31,2026 along with listed entities from which the person has resigned in the past three years	NIL
Directorship held in other companies/LLP as on March 31, 2026	In Companies: 1 In LLPs: 3
Committee position held in other Companies as on March 31, 2026	NA
Committee position held in other Companies as on March 31, 2026	NA
Committee position held in GenXAI Analytics Limited as on March 31, 2026	Audit Committee - Member Corporate Social Responsibility Committee - Member Stakeholders' Relationship Committee - Member
Shareholding in GenXAI Analytics Limited	39.96%
Relationship with other Directors, Managers and other KMP of the Company	Mrs. Lakshmi Agarwal, Whole Time Director of the company is his spouse.
Terms and Conditions of Appointment/ Re-appointment	Mr. Rakesh Agarwal was appointed as a Director vide resolution passed by the members on March 11, 2019. In terms of Section 152(6) of the Companies Act, 2013, he is liable to retire by rotation.
Details of Remuneration sought to be paid	As per existing approved terms of appointment
Last Remuneration drawn	Rs. 30,00,000 p.a.
Number of Meetings of Board of Directors attended during the Financial Year 2025-26	19