AVENUESAI LIMITED

(Formerly known as Infibeam Avenues Limited)

[CIN: L64203GJ2010PLC061366**]**

Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 050, Gujarat, India

Tel: +91 79 67772204; **Fax:** +91 79 67772205;

Email: ir@avenuesai.com; **Website:** www.avenuesai.com

NOTICE

NOTICE is hereby given that the **16TH ANNUAL GENERAL MEETING ("AGM")** of the Members of **AVENUESAI LIMITED *(Formerly known as Infibeam Avenues Limited)*** will be held on Tuesday, September 29, 2026 at 11:00 a.m. IST through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt:

a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon and;

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

Item No. 2 – Appointment of Mr. Vishwas Ambalal Patel (DIN: 00934823) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Vishwas Ambalal Patel (DIN: 00934823) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – Approval for revision in the remuneration of Mr. Vishal Ajitbhai Mehta (DIN: 03093563), Managing Director of the Company

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

"RESOLVED THAT in partial modification of the resolution passed at the 12th Annual General Meeting of the members of the Company held on September 23, 2022 and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to such other approvals, permissions, consents of any authority, as applicable, the approval of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr. Vishal Ajitbhai Mehta (DIN: 03093563), Managing Director of the Company, to an amount not exceeding Rs. 1,06,84,380 (Rupees One Crore Six Lakhs Eighty Four Thousand Three Hundred Eighty Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, as may be determined from time to time by the Board and/or the Nomination and Remuneration Committee, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and policies of the Company, for the period from April 01, 2026 till the completion of his present tenure i.e. up to January 31, 2028, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, revise, vary or alter, from time to time, the remuneration payable to Mr. Vishal Ajitbhai Mehta, including granting an annual increment of up to 15% of his last drawn fixed remuneration, subject to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board, for each financial year commencing from Financial Year 2027-28 during his present tenure, provided that the fixed annual remuneration shall not exceed Rs. 1.25 Crores (Rupees One Crore Twenty-Five Lakhs Only), inclusive of salary, commission, allowances, perquisites and other benefits, including any bonus, incentive or performance-linked incentive, if any, during his present tenure and subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and policies of the Company.

RESOLVED FURTHER THAT in any financial year during the tenure of Mr. Vishal Ajitbhai Mehta (DIN: 03093563) as Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the aforesaid remuneration, perquisites and other benefits as the minimum remuneration, subject to necessary approvals as required in accordance with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions of appointment of Mr. Vishal Ajitbhai Mehta (DIN: 03093563), Managing Director, as approved by the members at the 12th Annual General Meeting held on September 23, 2022, shall remain unchanged.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered to be in the best interest of the Company, as it may deem fit."

Item No. 4 – Approval for revision in the remuneration of Mr. Vishwas Ambalal Patel (DIN: 00934823) Managing Director and Chief Executive Officer of the Company

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

"RESOLVED THAT in partial modification of the resolution passed by the Members on January 16, 2026 by way of Postal Ballot and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to such other approvals, permissions, consents as may be required from any authority, as applicable, the approval of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr. Vishwas Ambalal Patel (DIN: 00934823), Managing Director and Chief Executive Officer of the Company, to an amount not exceeding Rs. 1,06,84,380 (Rupees One Crore Six Lakhs Eighty Four Thousand Three Hundred Eighty Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, as may be determined from time to time by the Board and/or the Nomination and Remuneration Committee, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and policies of the Company, for the period starting from April 01, 2026 till the completion of his present tenure i.e. up to December 10, 2030, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, revise, vary or alter, from time to time, the remuneration payable to Mr. Vishwas Ambalal Patel, including granting an annual increment of up to 15% of his last drawn fixed remuneration, subject to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board, for each financial year commencing from Financial Year 2027-28 during his present tenure, provided that the fixed annual remuneration shall not exceed Rs. 1.90 Crores (Rupees One Crore Ninety Lakhs Only), inclusive of salary, commission, allowances, perquisites and other benefits, including any bonus, incentive or performance-linked incentive, if any, during his present tenure and subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and policies of the Company.

RESOLVED FURTHER THAT in any financial year during the tenure of Mr. Vishwas Ambalal Patel (DIN: 00934823) as Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, he shall be paid the aforesaid remuneration, perquisites and other benefits as the minimum remuneration, subject to necessary approvals as required in accordance with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions of appointment of Mr. Vishwas Ambalal Patel, Managing Director and Chief Executive Officer, as approved by the members on January 16, 2026, by way of Postal Ballot shall remain unchanged.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered to be in the best interest of the Company, as it may deem fit."

Item No. 5 – Approval of related party transaction for payment of remuneration to Mr. Vivek Patel (relative of Director), who is holding an office or place of profit in the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued thereunder, from time to time, and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof), the consent of the Members of the Company, be and is hereby accorded to the Related Party Transaction with Mr. Vivek Patel, a related party under the provisions of Section 2(76) of the Act, being the son of Mr. Vishwas Ambalal Patel, Managing Director and Chief Executive Officer of the Company and holding an office or place of profit in the Company, for payment of remuneration not exceeding Rs. 72,20,844/- (Rupees Seventy-Two Lakhs Twenty Thousand Eight Hundred Forty-Four Only) (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.), per annum for the Financial Year 2026-27, for the period from October 01, 2026 to March 31, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, revise, vary or alter, from time to time, the remuneration payable to Mr. Vivek Patel in respect of his holding of office or place of profit in the Company, including granting an annual increment up to 15% of his last drawn Remuneration, based on his individual performance, the performance of the Company, industry benchmarks and such other parameters as may be considered appropriate by the Board, for each subsequent financial year(s) commencing from the Financial Year 2027-28 up to the Financial Year 2030-31, provided that the overall remuneration payable to Mr. Vivek Patel shall not exceed Rs. 1,27,50,000/- (Rupees One Crore Twenty Seven Lakhs Fifty Thousand Only) per annum, (inclusive of salary, commission, allowances, perquisites bonus/ performance linked incentive, if any and other benefits etc., including any increment thereon), and that such remuneration and any revision, variation or alteration thereto shall be subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and the policies of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to revise the designation, roles, responsibilities, terms of appointment and remuneration structure of Mr. Vivek Patel from time to time, subject to applicable laws and in terms of the resolution passed by the members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts that may arise therefrom, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company."

Item No. 6- Alteration/ Variation in the Objects of the Rights Issue mentioned in the Letter of Offer Dated June 19, 2025

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 13(8) of the Companies Act, 2013 ("Act") read with relevant rules made thereunder and all other applicable provisions of the Companies Act, 2013, if any, and rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended ("Listing Regulations") and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force and subject to such approvals as may be required, the consent of the Members be and is hereby accorded to vary the objects / terms of utilisation of the right issue proceeds, of the issue referred to in the Letter of Offer dated June 19, 2025 ("Letter of Offer") in relation to the rights issue of the Company, as given below:

(Rs. In Lakhs)

Sr. No.	Particulars	Amounts as per the Letter of Offer dated June 19, 2025	Amount Utilised up to June 30, 2026	Balance unutilized Amount up to June 30, 2026	Proposed revised Objects	Amount proposed to be utilised
1	Investment in our wholly owned subsidiary, Infibeam Projects Management Private Limited for partial repayment or prepayment of secured loans availed by it	6,984.00	6,984.00	-	-	-
2	Further investment in our subsidiary, Nueromind Technologies Private Limited for advanced technology development and AI Software related work.	29,399.59	944.00	28,455.59	Undertaking advanced technology development and AI software-related activities directly by AvenuesAI Limited	28,455.59
3	Further investment in subsidiary, Rediff.com India Limited for expansion of digital and payment ecosystem.	8,766.40	7,670.00	1,096.40	-	1,096.40
4	Funding of acquisitions of unidentified businesses for future growth and other business initiatives, and General Corporate Purposes	24,388.58	16,933.84	7,454.74	-	7,454.74
5	Issue related Expenses	460.00	346.26	113.74	-	113.74
	Total	**69,998.57**	**32,878.10**	**37,120.47**		**37,120.47**

RESOLVED FURTHER THAT the unutilised amount of Rs. 28,455.59 Lakh originally earmarked for further investment in Nueromind Technologies Private Limited for advanced technology development and AI software-related work, be and is hereby, with effect from the date of approval of this resolution by members of the Company, permitted to be re-allocated and utilised by the Company for undertaking advanced technology development and AI software-related activities directly by AvenuesAI Limited, as more particularly described in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary to comply with the applicable provisions of the Companies Act, 2013 for the time being in force, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to the above mentioned purpose, as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies and to settle any question or difficulty that may arise in this regard, for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred herein to any Committee of Directors or to any director(s) /officer(s) / authorized representative(s) of the Company to give effect to the aforesaid resolution."

Item No. 7- Consolidation in Face Value of Equity Shares of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other statutory provisions and regulations, as may be applicable and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions as may be required from concerned authorities or bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, consents and permissions which may be agreed by the Board of Directors, approval of the members of the Company be and is hereby accorded for consolidation of the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of each equity share from Re. 1/- (Rupee One only) each to Rs. 10/- (Rupees Ten only) each so that every 10 (Ten) Equity Shares of Face Value of Re. 1/- (Rupees One only) each held by a member are consolidated and redesignated into 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten only) each fully paid up, on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as "Record Date"), subject to completion of the process relating to payment of outstanding call money and/or forfeiture of the Partly Paid-up Equity Shares, as applicable, prior to the Record Date, so that only such Equity Shares which are fully paid-up as on the Record Date shall be considered for the aforesaid consolidation.

RESOLVED FURTHER THAT Equity Shares so consolidated shall rank pari passu with the respective existing Equity Shares of the Company in all respects and shall carry the same rights, privileges and obligations as were attached to the respective Equity Shares immediately prior to such consolidation.

RESOLVED FURTHER THAT upon the consolidation becoming effective, the Register of Members, Register of Beneficial Owners and other statutory records of the Company shall stand updated to give effect to the aforesaid consolidation.

RESOLVED FURTHER THAT the consolidated Equity Shares held in dematerialised form shall be credited to the respective demat accounts of the shareholders through the depositories in accordance with the applicable laws, SEBI regulations, SEBI circulars and the procedures prescribed by National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and the Registrar to an Issue and Share Transfer Agent ("RTA") of the Company.

RESOLVED FURTHER THAT upon the consolidation of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Re. 1/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and no fresh physical share certificates shall be issued pursuant to the consolidation. Such shareholders shall be entitled to receive the consolidated Equity Shares only in dematerialised form upon submission of the prescribed documents and completion of the applicable procedures in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable SEBI circulars and other applicable laws, rules and regulations in force from time to time.

RESOLVED FURTHER THAT no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be allotted and/or transferred to director(s) or a person(s) or a Trustee(s), appointed/ nominated by the Board of Directors of the Company or a duly authorised Committee thereof, who shall hold such Equity Shares for the benefit of the concerned shareholders and, as soon as practicable, sell such Equity Share(s) in accordance with the applicable laws. The net sale proceeds, after deduction of applicable taxes, duties, levies and expenses, shall be distributed to the respective shareholders in proportion to their fractional entitlements.

RESOLVED FURTHER THAT appropriate adjustments on Consolidation of the Equity Shares as aforesaid be made, to the outstanding Employee Stock Options/ SARs granted to the employees of the Company under ESOP Schemes and SAR Scheme of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and/or Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, such that the exercise price and the number of Employees Stock Options/ SARs for all outstanding Employee Stock Options /SARs as on the 'Record Date' (as determined by the Board) (granted but not vested, vested / unvested options/ SARs, including cancelled, lapsed and forfeited Employee Stock Options /SARs available for reissue) shall be proportionately adjusted, if required, which are already exercised on 'Record Date' (as determined by the Board).

RESOLVED FURTHER THAT the Board of Directors and / or Chief Financial Officer and / or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, making necessary applications and intimations to the stock exchanges, depositories and other statutory/regulatory authorities, appointing/authorising the RTA and/or any other intermediary, determining the manner of dealing with fractional entitlements and to settle any question or difficulty that may arise with regard to the consolidation of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto."

Item No. 8- Alteration to Capital Clause in the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the amendment and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new clause V:

"V. The Authorised Share Capital of the Company is Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores only) divided into 70,00,00,000 (Seventy Crores) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT Mr. Vishal Ajitbhai Mehta, Chairman and Managing Director and/or Mr. Sunil Bhagat, Chief Financial Officer and/or Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution."

By the Order of the Board,
For AvenuesAI Limited
(Formerly known as Infibeam Avenues Limited)

Shyamal Trivedi
Sr. Vice President & Company Secretary

Registered Office:
28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar- 382 050
Gujarat, India
Date: August 11, 2026

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special Businesses set out as an item of the accompanying Notice is annexed herewith.
2. A statement providing additional details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting of the Company are given in this Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
3. In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and other relevant circulars ("MCA Circulars") read with the earlier circulars of Securities and Exchange Board of India and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 October 03, 2024, which does not require physical presence of the Members at common venue. In view of this, the 16th Annual General Meeting ("AGM") is being conducted through Video Conference ("VC")/Other Audio Visual Means ("OAVM"). The registered office of the Company shall be deemed to be the venue for the AGM.
4. Pursuant to the provisions of the Companies Act, 2013 ("Act"), a Member entitled to attend and

vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of their respective Board Resolution or Governing Body Resolution/Authorization Letter/power of attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdoshiac@gmail.com and to the Company by e-mail at ir@avenuesai.com.

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

7. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

8. In line with the aforesaid Circulars, the Notice of the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, as per Regulation 36(1)(b) of the Listing Regulations, as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company / RTA / Depositories. Members may note that Notice and the Annual Report 2025-26 has been uploaded on the website of the Company at www.avenuesai.com. The Notice and Annual Report 2025-26 can also be accessed from the websites of the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the e-voting website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2025-26 at the Company's website and manner of registering the email IDs of those Members who have not registered the same with the Company/ Company's Registrar to an Issue and Share Transfer Agent ("RTA"), i.e. Alankit Assignments Limited.

9. Shareholders seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

10. To prevent fraudulent transactions, Members holding shares in physical form 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 holding shares in demat form are also advised to not 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 from time to time.

11. To support the "Green Initiative", Members holding shares in physical form are requested to notify/ send their email id and bank account details to the Registrar to an Issue & Transfer Agent ("RTA") of the Company i.e. Alankit Assignments Limited. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email ID and bank account for receiving all communication including Annual Report 2025-26, Notices, Circulars, etc. from the Company electronically.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

13. As per Regulation 40 of Listing Regulations, as amended from time to time, securities of listed companies can be transferred, transmitted and transposed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company i.e. Alankit Assignments Limited for assistance in this regard.

Members may please note that SEBI vide its Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. To avoid any inconvenience, you are requested to kindly convert your shares in demat form. In case of any clarification, shareholders are requested to contact the RTA at rta@alankit.com.

14. Pursuant to Section 72 of the Act, Members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/ variation in nomination in the prescribed Form SH-14 with the RTA of the Company i.e. Alankit Assignments Limited. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form is available on the Company's website www.avenuesai.com.

15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and Members holding shares in physical form to the Company / RTA.

16. SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter alia furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available shall be frozen by the RTA on or after due date. Holders of such frozen folios shall be eligible to lodge their grievance or avail service request from the RTA only after furnishing the complete documents/ details. Similarly, the holders of such frozen folios shall be intimated in case of any payment including dividend, interest or redemption stating that such payment is due and shall be made electronically upon furnishing complete documents/details.

The investor service request forms for updating of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on the website of the Company at www.avenuesai.com and are also available on the website of RTA i.e. Alankit Assignments Limited at https://www.alankit.com/registrar-and-share-transfer-agent. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

17. Transfer of unclaimed/unpaid amounts and shares to the Investor Education and Protection Fund:

Members who have not yet encashed their following dividend(s) are requested to lodge their claims with the Company or Registrar to an Issue and Share Transfer Agent.

Particulars of dividend	Last date to claim the dividend
Interim Dividend – 2019-20	October 30, 2026

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the Company's website https://www.avenuesai.com/unclaimed-dividend.

18. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 07, 2016 (IEPF Rules 2016) as amended/modified from time to time. The Company has, during the Financial Year 2025-26, transferred to the IEPF Authority, Unclaimed Final Dividend for the Financial Year 2017-18 and all shares, except disputed cases, in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, within 30 days from the due dates.

Details of shares transferred to the IEPF Authority are available on the website of the Company as well as that of the IEPF Authority and the same can be accessed through the following links:

(i) https://www.avenuesai.com/iepf

(ii) https://iepf.gov.in

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed from the IEPF Authority. Concerned members/ investors are advised to visit the web link: https://iepf.gov.in or contact our Registrar to an Issue and Share Transfer Agent, Alankit Assignments Limited for lodging a claim for refund of shares and/or dividend from the IEPF Authority.

19. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid/unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer to the website of the Company for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2019.

Members desiring to claim any unclaimed dividend and/or unclaimed shares are requested to correspond with the Company's Registrar to an Issue and Share Transfer Agent ("RTA"), as mentioned above, or with the Company at its Registered Office. Members are requested to note that any dividend remaining unclaimed or unpaid for a period of seven consecutive years from the date of its transfer to the Unpaid Dividend Account of the Company is liable to be transferred to the Investor Education and Protection Fund ("IEPF") in accordance with Section 124 of the Companies Act, 2013 read with the applicable IEPF Rules. The equity shares in respect of which dividend has remained unclaimed for seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority. Further, unclaimed shares remaining unclaimed for a period of seven consecutive years from the date of their allotment are also liable to be transferred to the demat account of the IEPF Authority in accordance with the applicable provisions of the Act and the IEPF Rules. Members/Claimants are therefore requested to claim their unclaimed dividend and/or unclaimed shares from the Company within the prescribed timeline.

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.mca.gov.in and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF-5 for verification of claim.

20. SEBI introduced Online Dispute Resolution Mechanism ("ODR Mechanism") through various circulars including its updated Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 i.e. "Master Circular for Online Dispute Resolution". The said Master Circular and the process note are available on the website of the Company at www.avenuesai.com. As per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at https://scores.sebi.gov.in, in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at https://smartodr.in/login. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved in accordance with and subject to the relevant SEBI circulars. It must be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law. There shall be no fees for registration of a complaint/dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor / Company/other market participant as the case may be.

21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, the certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM.

22. The Members can join the AGM through the VC/ OAVM mode 30 minutes before 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 1,000 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 Chairperson 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.

23. Process for those Members whose email IDs are not registered- for registration of Email addresses to obtain AGM Notice/Annual Report of the Company:

a) For Members holding shares in physical mode- please provide necessary details like Folio No., Name of shareholder by email to ir@avenuesai.com.

b) Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant.

24. General Information:

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

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

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

(iv) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance at least 7 days before the AGM by sending a request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at ir@avenuesai.com. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

(vi) Other shareholders who have not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

25. Voting Through Electronic Means:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by National Securities Depository Limited ("NSDL").

B. The remote e-voting period commences at 09:00 a.m. on Friday, September 25, 2026 and ends at 5:00 p.m. on Monday, September 28, 2026. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 22, 2026, may cast their vote by remote e-voting. Members have the option to cast their vote on any of the Resolutions using the remote e-Voting facility either during the period commencing from 09:00 a.m. on Friday, September 25, 2026 and ending at 5:00 p.m. on Monday, September 28, 2026 or e-Voting during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

C. The Members, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participant in the AGM through VC but shall not be entitled to cast their vote again.

E. A person who has acquired the Shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Tuesday, September 22, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during the AGM by following the procedure mentioned in this part.

F. The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company.

G. The voting rights of shareholders shall be in proportion to their shares in the Paid up Equity Share Capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

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

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 09, 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 User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	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.

Type of shareholders	Login Method
	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 held 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 use your existing Myeasi 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, links are also 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 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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 Forgot User ID and Forgot Password option available at above mentioned website.

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

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 22 55 33

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 use 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.co.in 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 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.

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to ir@avenuesai.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), AADHAAR (self-attested scanned copy of Aadhaar Card) to ir@avenuesai.com. If you are an individual shareholder 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 in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 09, 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.

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.

2. 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.

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.

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 Company at ir@avenuesai.com, the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

Other Instructions:

(i) M/s. SPANJ & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

(ii) The Scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast (through remote e-Voting and during the AGM) and will submit consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same.

(iii) Based on the report received from the scrutinizer, the Company will submit within Two working days of the conclusion of the Meeting to the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the Listing Regulations and the same shall also be placed on the Company's website www.avenuesai.com and on the website of NSDL https://www.evoting.nsdl.com.

(iv) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM.

ANNEXURE TO THE NOTICE

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

Item No. 3- Approval for revision in the remuneration of Mr. Vishal Ajitbhai Mehta (DIN: 03093563), Managing Director of the Company

The Members at the 12th Annual General Meeting ("AGM") of the Company held on September 23, 2022, had approved the re-appointment of Mr. Vishal Ajitbhai Mehta (DIN: 03093563) as Managing Director of the Company for a period of 5 years from February 01, 2023 up to January 31, 2028 (both day inclusive) with token remuneration of Re. 1/- p.a. during tenure of his appointment.

Mr. Vishal Ajitbhai Mehta is one of the Promoters and the Managing Director of the Company and has been associated with the Company since inception. With keen business acumen and strategic planning skills, he has contributed immensely to shaping the long term vision and mission of the Company with major emphasis on business development in focus areas, undertaking of new projects, achieving operational efficiencies and building upon commercial successes. Under his guidance, the Company has become one of the leading Fintech Companies of India. His leadership is well reflected in the multi-fold growth of the Company.

Considering Mr. Vishal Ajitbhai Mehta's leadership skills, performance of business of the Company, various strategic and growth initiatives being pursued by the Company, complexities of the responsibilities handled by him, industry remuneration benchmarks etc., the Audit Committee, after reviewing the terms of the proposed revision in remuneration and considering the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has approved the proposed remuneration payable to Mr. Vishal Ajitbhai Mehta (DIN: 03093563), Managing Director of the Company. The Nomination and Remuneration Committee has also recommended the revision in remuneration in accordance with the Remuneration Policy of the Company, and the Board of Directors, at its meeting held on August 11, 2026, approved the same w.e.f. from April 01, 2026 for the remaining period of his tenure which will end on January 31, 2028, subject to the approval of the Members of the Company.

Over the last 5 years, the turnover, profits and cash flow from operations have shown good growth and considering the increased responsibilities shouldered by the Managing Director, it is considered necessary to review the terms of remuneration. The amended structure is in alignment with the remuneration structure adopted by several industry players. The revised remuneration is structured as follows:

A. Remuneration:

Mr. Vishal Ajitbhai Mehta is entitled to a fixed annual remuneration not exceeding Rs. 1,06,84,380 (Rupees One Crore Six Lakhs Eighty Four Thousand Three Hundred Eighty Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, as may be determined from time to time by the Board and/ or the Nomination and Remuneration Committee, for the period starting from April 01, 2026 till the completion of his present tenure i.e. up to January 31, 2028. The Board shall be authorised to grant annual increment up to 15% of his last drawn fixed remuneration during the tenure of his appointment, subject to the overall ceiling of Rs. 1.25 Crores p.a., and the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and policies of the Company.

B. Other entitlement:

Mr. Vishal Ajitbhai Mehta shall also be entitled to a Company-provided vehicle/car with driver, including reimbursement of running, fuel, maintenance and other related expenses, and use of a corporate credit card for bona fide business and official expenses of the Company. Such vehicle/car, driver and related expenses and corporate credit card expenses shall be in addition to the aforesaid fixed annual remuneration.

Further, in any financial year during the tenure of Mr. Vishal Ajitbhai Mehta (DIN: 03093563) as Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the aforesaid remuneration, perquisites and other benefits as the minimum remuneration, subject to necessary approvals as required in accordance with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

Since Mr. Vishal Ajitbhai Mehta (DIN: 03093563) is also a Promoter and a Related Party of the Company, the proposed revision in remuneration constitutes a Related Party Transaction. The Audit Committee has approved the said transaction in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The Board recommends the resolution for approval of the Members of the Company.

Except for the revision in remuneration, all other terms and conditions of appointment of Mr. Vishal Ajitbhai Mehta (DIN: 03093563), Managing Director as approved earlier by the members at 12th Annual General Meeting held on September 23, 2022, remain unchanged and continue to be effective.

The overall remuneration shall not exceed the thresholds prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The revision in remuneration requires approval of Members under the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution set out at Item No. 3 to be passed as a Special Resolution.

All relevant documents including copy of notice, resolution and explanatory statement in relation to revision in remuneration would be made available for inspection at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) up to the date of completion of voting.

Except Mr. Vishal Ajitbhai Mehta and his relatives, none of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

Item No. 4- Approval for revision in the remuneration of Mr. Vishwas Ambalal Patel (DIN: 00934823) Managing Director and Chief Executive Officer of the Company

The Members of the Company on January 16, 2026 by way of Postal Ballot had approved the Elevation in Designation of Mr. Vishwas Ambalal Patel (DIN: 00934823) as Managing Director and Chief Executive Officer of the Company for the period of 5 years from December 11, 2025 up to December 10, 2030 (both day inclusive) with no remuneration to be withdrawn during tenure of his appointment.

Mr. Vishwas Ambalal Patel is responsible, jointly with the other Managing Director of the Company, for the day-to-day operations, overall management, and execution of the Company's strategic plans, in accordance with the directions of the Board of Directors.

Mr. Vishwas Ambalal Patel has made significant contributions to the sustained growth and financial performance of the Company, including revenue and profitability growth, expansion of market presence, strategic initiatives, product offerings and technology-led transformation, resulting in an increase in the overall scale and value of the business and his responsibilities.

Considering his significant contribution to the Company's growth, operational performance, strategic execution and leadership, along with industry benchmarks for similarly placed roles, the Nomination and Remuneration Committee recommended revision in his remuneration in accordance with the Remuneration Policy of the Company. Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors, at its meeting held on August 11, 2026, approved the revision in his remuneration with effect from April 01, 2026, for the remaining period of his tenure ending on December 10, 2030, subject to the approval of the Members of the Company and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Over the last 5 years, the turnover, profits and cash flow from operations have shown good growth and considering the increased responsibilities shouldered by the Managing Director and Chief Executive Officer, it is considered necessary to review the terms of remuneration. The amended structure is in alignment with the remuneration structure adopted by several industry players. The revised remuneration is structured as follows:

A. Remuneration:

Mr. Vishwas Ambalal Patel is entitled to a fixed annual remuneration not exceeding Rs. 1,06,84,380 (Rupees One Crore Six Lakhs Eighty Four Thousand Three Hundred Eighty Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, as may be determined from time to time by the Board and/or the Nomination and Remuneration Committee, for the period starting from April 01, 2026 till the completion of his present tenure i.e. up to December 10, 2030. The Board shall be authorised to grant annual increment up to 15% of his last drawn fixed remuneration during the tenure of his appointment, subject to the overall ceiling of Rs. 1.90 Crores p.a., and the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and policies of the Company.

B. Other entitlement:

Mr. Vishwas Ambalal Patel shall also be entitled to a Company-provided vehicle/car with driver, including reimbursement of running, fuel, maintenance and other related expenses, and use of a corporate credit card for bona fide business and official expenses of the Company. Such vehicle/car, driver and related expenses and corporate credit card expenses shall be in addition to the aforesaid fixed annual remuneration.

Further, in any financial year during the tenure of Mr. Vishwas Ambalal Patel as Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, he shall be paid the aforesaid remuneration, perquisites and other benefits as the minimum remuneration, subject to necessary approvals as required in accordance with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

Except for the revision in remuneration, all other terms and conditions of appointment of Mr. Vishwas Ambalal Patel, Managing Director and Chief Executive Officer as approved earlier by the members by way of Postal Ballot on January 16, 2026, remain unchanged and continue to be effective.

The overall remuneration shall not exceed the thresholds prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The revision in remuneration requires approval of Members under the provisions of Section 197 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution set out at Item No. 4 to be passed as a Special Resolution.

All relevant documents including copy of notice, resolution and explanatory statement in relation to revision in remuneration would be made available for inspection at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) up to the date of completion of voting.

Except Mr. Vishwas Ambalal Patel and his relatives, none of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

Item No. 5 – Approval of related party transaction for payment of remuneration to Mr. Vivek Patel (relative of Director), who is holding an office or place of profit in the Company

Section 188 of the Companies Act, 2013 ("Act"), *inter alia*, states that except with the approval of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party with respect to such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. As per Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, a related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only), shall be subject to the approval by the Board of Directors and the Shareholders of the Company. Further, in terms of the provisions of Section 177 of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's Policy for dealing with Related Party Transactions', all related party transactions need to be approved by the Audit Committee.

In accordance with the recommendation of the Audit Committee and the approval of the Board of Directors, Mr. Vivek Patel was appointed as Chief Marketing Officer |India| CCAvenue Department – India Management of the Company at a remuneration not exceeding Rs. 27.00 Lakhs per annum (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.).

Mr. Vivek Patel is the son of Mr. Vishwas Ambalal Patel (DIN: 00934823), Managing Director and Chief Executive Officer of the Company, He is a fintech professional and business strategist currently serving as Chief Marketing Officer (CMO) – India at AvenuesAI Limited, where he leads business growth, sales initiatives, and market expansion through innovative, scalable strategies. He previously co-founded Go Payments and, as Chief Operating Officer, played a key role in building the business from inception while overseeing sales, marketing, operations, legal, and finance functions. With expertise in go-to-market strategy, revenue growth, and distribution expansion, he is known for his data-driven approach in high-growth environments. He holds a Law degree from Mumbai University and a Master's in Management from Warwick Business School, UK, equipping him with a strong foundation in both regulatory and business domains.

Considering the role and responsibilities shouldered at Mr. Vivek Patel and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and the approval of the Audit Committee and the Board of Directors at their respective meetings held on August 11, 2026, it is proposed to revise the remuneration payable to Mr. Vivek Patel, subject to approval from members, to an amount not exceeding Rs. 72,20,844/- (Rupees Seventy Two Lakhs Twenty Thousand Eight Hundred Forty Four Only) (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.), per annum w.e.f. October 01, 2026 for the financial year 2026-27, to be calculated on a proportionate basis for the period from October 01, 2026 to March 31, 2027, with an authority to the Board to approve annual increments in the remuneration payable to Mr. Vivek Patel, not exceeding 15% over his last drawn Remuneration based on his individual performance, the Company's performance, industry benchmarks and such other parameters as may be considered appropriate by the Board, for each subsequent financial year(s) commencing from the Financial Year 2027-28 up to the Financial Year 2030-31, provided that the overall remuneration payable to Mr. Vivek Patel shall not exceed Rs. 1,27,50,000 (Rupees One Crore Twenty-Seven Lakhs Fifty Thousand Only) per annum (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.) in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, Listing Regulations, other applicable laws and the policies of the Company.

The Nomination and Remuneration Committee ("NRC") after taking into account experience, qualifications, the industrial standard and relevant market benchmarks for similar profile, recommended the revision in remuneration of Mr. Vivek Patel subject to the approval of the Board and Members of the Company.

Being the son of Mr. Vishwas Ambalal Patel, Managing Director and Chief Executive Officer of the Company, Mr. Vivek Patel is a related party within the definition of Section 2(76) of the Act and Regulation 2(zb) of the SEBI Listing Regulations.

The Board is of the view that the continued growth and expansion of the Company's Digital Payments business require deep domain expertise and the ability to navigate an increasingly technology-driven and competitive business environment. The digital payments ecosystem is evolving rapidly, driven by technological advancements, changing consumer behaviour, regulatory developments and increasing competition.

Mr. Vivek Patel possesses significant experience in the fintech and digital payments sector, coupled with contemporary industry knowledge, strategic insight and a digital-first approach. The Board believes that his continued association with the Company will facilitate innovation and help the Company respond effectively to evolving market conditions and regulatory developments.

The requisite disclosures required under the applicable provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and information with respect to the proposal along with disclosure as required under applicable rules and SEBI Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the Industry Standard Note on Minimum information to be provided for Review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT) are as follows:

Sr. No.	Description	Details
1	Name of the Related Party	Mr. Vivek Patel
2	Relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Vivek Patel is the son of Mr. Vishwas Ambalal Patel, Managing Director and Chief Executive Officer of the Company. Mr. Vivek Patel holds 1.11% of the Equity Shares of the Company.
3	Name of Directors or Key Managerial Personnel who are related	Mr. Vishwas Ambalal Patel (DIN 00934823) - Managing Director and Chief Executive Officer of the Company

Sr. No.	Description	Details
4	Nature, Material terms, monetary value and particulars of the contract or arrangements	In the proposed arrangement, being an action in the ordinary course of business of the Company undertaken at arm's length basis as per Section 188 of the Act and the Policy for dealing with Related Party Transactions, the total remuneration payable to Mr. Vivek Patel shall be Rs. 72,20,844/- (Rupees Seventy Two Lakhs Twenty Thousand Eight Hundred Forty Four Only) (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.), per annum w.e.f. October 01, 2026 for the Financial year 2026-27, to be calculated on a proportionate basis for the period from October 01, 2026 to March 31, 2027, with annual increment up to 15% of his last drawn Remuneration for each subsequent financial year(s) commencing from the Financial Year 2027-28 up to the Financial Year 2030-31, provided that the overall remuneration payable to Mr. Vivek Patel shall not exceed Rs. 1,27,50,000 (Rupees One Crore Twenty Seven Lakhs Fifty Thousand Only) per annum (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.)
5	Tenure of the proposed transaction	The Proposed Remuneration is payable w.e.f. October 01, 2026 for the Financial year 2026-27 and with annual increment up to 15% of his last drawn Remuneration for each subsequent financial year(s) commencing from the Financial Year 2027-28 up to the Financial Year 2030-31.
6	Value of the proposed transaction	Mr. Vivek Patel shall be paid Rs. 72,20,844/- (Rupees Seventy Two Lakhs Twenty Thousand Eight Hundred Forty Four Only) (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.), per annum w.e.f. October 01, 2026 for the Financial year 2026-27, to be calculated on a proportionate basis for the period from October 01, 2026 to March 31, 2027, with annual increment up to 15% of his last drawn Remuneration for each subsequent financial year(s) commencing from the Financial Year 2027-28 up to the Financial Year 2030-31, provided that the overall remuneration payable to Mr. Vivek Patel shall not exceed Rs. 1,27,50,000 (Rupees One Crore Twenty Seven Lakhs Fifty Thousand Only) per annum (inclusive of salary, commission, allowances, perquisites, bonus/ performance linked incentive, if any and other benefits etc.)
7	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Approximately 0.02% of annual consolidated turnover of the Company for FY 2025-26.
8	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	
	a. Details of the source of funds in connection with the proposed transaction	Not Applicable

Sr. No.	Description	Details
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • Nature of indebtedness • Cost of funds and • Tenure	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the RPT is in the interest of the Company	The revision in the remuneration payable to Mr. Vivek Patel, Chief Marketing Officer of the Company, is proposed considering his significant contribution towards customer acquisition, market expansion and revenue generation through effective marketing strategies and initiatives. He has played an important role in the development and implementation of the Company's marketing strategies, the adoption of new technologies and data-driven approaches, the promotion of innovation, and the alignment of marketing initiatives with the Company's overall business objectives. The proposed increase in remuneration has been determined after considering the prevailing industry benchmarks for similar positions and is intended to appropriately recognize his contributions, qualifications, experience and the responsibilities entrusted to him.
10	Any valuation or other external report relied upon by the Company in relation to the transactions	Not Applicable
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	Not Applicable
12	Any other information that may be relevant	The proposed transaction with Mr. Vivek Patel holding an office or place of profit in the Company is at an arms' length basis and in the ordinary course of business.

The Board recommends the resolution set out at Item No. 5 to be passed as an Ordinary Resolution.

Mr. Vishwas Ambalal Patel, Managing Director and Chief Executive Officer of the Company being relative of Mr. Vivek Patel is interested in this resolution. Relatives of Mr. Vishwas Ambalal Patel who are members of the Company shall also be deemed to be interested. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

The members may please note that in terms of provisions of the Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution under Item No. 5 of the accompanying Notice.

Item No. 6 – Alteration/ Variation in the Objects of the Rights Issue mentioned in the Letter of Offer Dated June 19, 2025

The Company had undertaken a Rights Issue of Partly Paid-up Equity Shares aggregating to INR. 69,998.57 Lakhs pursuant to the Letter of Offer dated June 19, 2025 ("Rights Issue"). The proceeds were proposed to be utilised for the following objects as specified in the Letter of Offer:

1. Investment in our wholly owned subsidiary, Infibeam Projects Management Private Limited for partial repayment or prepayment of secured loans availed by it.
2. Further investment in our subsidiary, Nueromind Technologies Private Limited for advanced technology development and AI Software related work.
3. Further investment in subsidiary, Rediff.com India Limited for expansion of digital and payment ecosystem.
4. Funding of acquisitions of unidentified businesses for future growth and other business initiatives, and General Corporate Purposes.

In view of the proposed requirements of the Company, approval of the Members is being sought by way of a Special Resolution for variation in the terms of the Objects of the Issue pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') and the relevant Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and subject to compliance of such other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and such other requisite approvals of statutory authorities, if and wherever necessary, and as may be required. Out of the aforesaid objects, the Company is proposing to make the following alterations/ variations:

a) The original purpose or object of the Right Issue:

(Rs. In Lakhs)

Sr. No.	Particulars	Amounts as per the Letter of Offer dated June 19, 2025	Amount Utilised up to June 30, 2026	% of extent of achievement of object	Balance unutilized up to June 30, 2026	Proposed revised Objects	Amount proposed to be utilised
1	Investment in our wholly owned subsidiary, Infibeam Projects Management Private Limited for partial repayment or prepayment of secured loans availed by it	6,984.00	6,984.00	100%	-	-	-
2	Further investment in our subsidiary, Nueromind Technologies Private Limited for advanced technology development and AI Software related work.	29,399.59	944.00	3.21%	28,455.59	Undertaking advanced technology development and AI software-related activities directly by AvenuesAI Limited	28,455.59

Sr. No.	Particulars	Amounts as per the Letter of Offer dated June 19, 2025	Amount Utilised up to June 30, 2026	% of extent of achievement of object	Balance unutilized up to June 30, 2026	Proposed revised Objects	Amount proposed to be utilised
3	Further investment in subsidiary, Rediff.com India Limited for expansion of digital and payment ecosystem.	8,766.40	7,670.00	87.49%	1,096.40	-	1,096.40
4	Funding of acquisitions of unidentified businesses for future growth and other business initiatives, and General Corporate Purposes	24,388.58	16,933.84	69.43%	7,454.74	-	7,454.74
5	Issue related Expenses	460.00	346.26	75.27%	113.74	-	113.74
	Total	**69,998.57**	**32,878.10**	**-**	**37,120.47**	**-**	**37,120.47**

b) The total money raised:

Pursuant to the Rights Issue, the Company raised an aggregate amount of Rs.69,998.57 lakhs.

c) The Money utilised for the objects of the Company stated in the Letter of Offer:

Please refer to the point (a) above.

d) The extent of achievement of proposed objects:

Please refer to the point (a) above.

e) The unutilized amount out of the money so raised through Letter of Offer:

Please refer to the point (a) above.

f) The particulars of the proposed variation in the terms of contracts referred to in the Letter of Offer or objects for which Letter of Offer was issued:

Please refer to the point (a) above.

g) The reason and justification for seeking variation:

At the time of the Rights Issue, the Company had proposed to utilise a portion of the net proceeds by making further investment in Nueromind Technologies Private Limited for advanced technology development and AI Software related work. At that time, Nueromind Technologies Private Limited ("Nueromind") was a subsidiary of the Company in which the Company held 90.10% of the Equity Stake. Subsequently, pursuant to the approval of the Board of Directors at its meeting held on May 29, 2026, the Company acquired the remaining 9.90% Equity Stake in Nueromind, thereby making it a wholly owned subsidiary. Thereafter, at its meeting held on August 11, 2026, the Board approved the merger of Nueromind with the Company as part of the Company's restructuring and business consolidation strategy.

In view of the proposed merger and the consequent integration of Nueromind's business within AvenuesAI Limited, it is proposed that the Company shall undertake the advanced technology development and AI Software related activities directly, instead of making the proposed investment through Nueromind. This approach is expected to streamline operations, eliminate duplication of resources, improve operational efficiencies, and enable more effective monitoring and utilisation of the Rights Issue proceeds while maintaining the original business objective.

h) The proposed time limit within which the proposed varied objects would be achieved:

The proposed varied object of "Undertaking advanced technology development and AI software-related activities directly by AvenuesAI Limited" is expected to be achieved on or before March 31, 2027.

i) The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue:

The requirement of the above disclosure has been omitted with effect from May 07, 2018.

j) The risk factors pertaining to the new objects:

The proposed change does not alter the underlying business purpose for which the relevant portion of the Rights Issue proceeds were originally earmarked; however, the mode of implementation is proposed to be changed from investment through Nueromind to direct undertaking of such activities by the Company. The proposed variation is not expected to materially alter the overall business purpose for which the relevant portion of the Rights Issue proceeds was originally earmarked. The proceeds shall continue to be utilised exclusively for technology development and AI software-related activities, as originally disclosed. The proposed variation is limited to the mode of implementation, whereby the investment will be made directly by the Company instead of through its subsidiary. This change is intended to align the utilisation of the Rights Issue proceeds with the Company's restructuring initiatives and facilitate more efficient and effective deployment of funds, while continuing to safeguard the interests of all stakeholders.

The proposed amount of Rs. 28,455.59 Lakhs shall be utilised for the revised object progressively in accordance with the Company's requirements and implementation plans, subject to applicable approvals and the applicable regulatory framework.

k) The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:

In terms of the section 13(8) and any other applicable provisions of the Companies Act, 2013, any alteration/ variation in the objects for which securities have been issued requires approval of the shareholders by way of a Special Resolution. The Board of Directors of the Company, at its meeting held on August 11, 2026, has approved the proposed variation, subject to the approval of the shareholders.

The Board of Directors is of the opinion that the proposed variation in the objects of the Rights Issue is in the best interest of the Company and its shareholders and recommends the passing of the Special Resolution as set out in the accompanying Notice.

All relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of Objects would be made available for inspection at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) up to the date of completion of voting.

None of the Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in Resolution No. 6 of the Notice except to the extent of their shareholdings in the Company, if any.

The Board recommends the resolution set out at Item No. 6 for the approval of the shareholders of the Company by way of a Special Resolution.

Item No. 7 - Consolidation in Face Value of Equity Shares of the Company

The Board of Directors of the Company ("Board") at its meeting held on August 11, 2026, subject to the approval of the Members of the Company and such other statutory, regulatory and contractual approvals as may be required, approved the proposal for consolidation of the Equity Shares of the Company.

The Board, after taking into consideration the existing capital structure of the Company and with a view to rationalising and optimising its equity share capital, has recommended the proposed consolidation of the Equity Shares of the Company. The proposed consolidation will result in a reduction in the number of outstanding Equity Shares and a corresponding increase in their face value, without resulting in any change in the aggregate authorised, issued, subscribed and paid-up equity share capital of the Company. The Board believes that the proposed consolidation will streamline the capital structure of the Company, align the face value of the Equity Shares with the Company's long-term corporate and strategic objectives and provide greater flexibility for undertaking future corporate actions, as may be considered appropriate from time to time. The proposed consolidation will not affect the proportionate shareholding, voting rights or economic interest of the Members in the Company, except to the extent of fractional entitlements, if any, which shall be dealt with in the manner specified in the aforesaid resolution and in accordance with the applicable laws.

In case of non-resident shareholders, the payment of consideration in lieu of fractional entitlements would be subject to the provisions of Foreign Exchange Management Act, 1999 and any approvals from the Reserve Bank of India etc. as may be required.

The Equity Shares held by the shareholders in physical form as on the Record Date shall be transferred to a separate demat Escrow Account of the Company and shall remain therein until the concerned shareholders complete the process of dematerialisation. Upon receipt of a valid request for dematerialisation and completion of the prescribed formalities, the Company/Registrar to an Issue and Share Transfer Agent shall facilitate the transfer of the corresponding Equity Shares from the demat Escrow Account to the respective demat accounts of the shareholders in accordance with the applicable laws. The Equity Shares held in the demat Escrow Account shall continue to be held for and on behalf of the respective shareholders, who shall be entitled to all rights and corporate benefits in accordance with the applicable laws upon credit of such Equity Shares to their demat accounts.

The Company has outstanding Partly Paid-up Equity Shares in respect of which certain call money remains unpaid. The Company will issue notices to the holders of such Partly Paid-up Equity Shares providing a final opportunity to pay the outstanding call money within the stipulated period, failing which such Partly Paid-up Equity Shares shall be forfeited in accordance with the applicable provisions of the Companies Act, 2013, the Articles of Association of the Company, the terms of issue of the said Equity Shares and applicable SEBI regulations. The Company proposes to complete the process relating to receipt of the outstanding call money and/or forfeiture of the Partly Paid-up Equity Shares, as applicable, prior to the Record Date. Accordingly, only the Equity Shares which remain fully paid-up as on the Record Date shall be considered for the proposed consolidation. Consequently, no Partly Paid-up Equity Shares are proposed to remain outstanding as on the Record Date and the provisions relating to adjustment of paid-up and unpaid amounts of Partly Paid-up Equity Shares pursuant to the consolidation shall not apply.

The Consolidation of Face Value of the Equity Shares inter alia, requires appropriate adjustments with respect to all options under all Employee Stock Option Plan and SARs under SAR Scheme, such that all the Employee Stock Option Plan / SARs outstanding on a Record Date to be determined by the Board of Directors of the Company , both vested and unvested including lapsed and forfeited Employee Stock Options / SARs available for reissue, shall be proportionately adjusted and the number of Employee Stock Options / SARs which are available for grant and those already granted but not exercised shall also be appropriately adjusted.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) up to the date of completion of voting.

Pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the proposed Consolidation in Face Value of Equity Shares of the Company requires the approval of the Members of the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of an Ordinary Resolution as set out in Item No. 7 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice except to the extent of their shareholding in the Company.

Item No. 8 - Alteration to Capital Clause in the Memorandum of Association of the Company

Presently, the Authorised Share Capital of the Company is Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores only) divided into 7,00,00,00,000 (Seven Hundred Crores) Equity Shares of Face Value of Re. 1/- (Rupee One only) each.

The proposed consolidation of face value of Equity Shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this Clause V of Memorandum of Association is proposed to be altered and substituted with the new clause V as mentioned in Item No. 8 of this Notice, to reflect the corresponding changes in the Authorised Share Capital consequent to the said consolidation of Face Value of Equity Shares of the Company as reproduced herein below:

"V. The Authorised Share Capital of the Company is Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores only) divided into 70,00,00,000 (Seventy Crores) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each."

Pursuant to the proposed consolidation of the face value of the Equity Shares of the Company, Clause V of the Memorandum of Association of the Company relating to the share capital will require consequential alteration. The proposed alteration of Clause V of the Memorandum of Association requires the approval of the Members by way of an Ordinary Resolution in accordance with the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, read with the applicable rules made thereunder and other applicable statutory and regulatory requirements.

A copy of the Memorandum of Association is available for inspection by a member of the Company at the Registered Office during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) up to the date of completion of voting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of an Ordinary Resolution as set out in Item No. 8 of this Notice.

By the Order of the Board,
For AvenuesAI Limited
(Formerly known as Infibeam Avenues Limited)

Shyamal Trivedi
Sr. Vice President & Company Secretary

Registered Office:
28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar – 382 050,
Gujarat, India
Date: August 11, 2026

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT:

[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Profile of the Director
Name of the Director(s)	**Mr. Vishwas Ambalal Patel**
DIN	00934823
Date of Birth	March 02, 1969
Age	57 Years
Nationality	Indian
Date of appointment on the Board	February 14, 2018
Qualifications	Bachelor of Law (LLB) degree from Mumbai University
Experience & Expertise in specific functional areas	Mr. Vishwas Ambalal Patel is currently the Chairman of Payments Council of India (PCI), the primary industry body representing all the digital payments providers in India. PCI works closely with the regulators i.e. RBI, Finance Ministry and other government departments and bodies to make 'India a less cash society'. He also serves as a member in various RBI committees to deepen digital payments in India. For the past 23 years, he has made significant contributions towards giving shape and direction to the digital payments industry in various capacities. Mr. Patel is the Managing Director and Chief Executive Officer of AvenuesAI Limited, one of India's leading digital payments and Fintech Company operating under the flagship brand CCAvenue. CCAvenue is among the top payment aggregators in India and also ranks number 2 in the UAE among non-bank private digital payment companies. Under his able leadership, the Company has developed a full stack payments portfolio covering Payments Acquiring, Payments Issuance, Domestic and International Remittance and Assisted Commerce in financial services. Mr. Patel has studied law and was a practicing counsel on the original side of the Bombay High Court. In recognition of his path-breaking accomplishments and stellar contributions as an industry leader in the Indian Fintech sector over the past two decades, he has been conferred many awards including the Economic Times Leadership Excellence Awards and the Asia Pacific Information Security Leadership Achievements Award.
Terms and conditions of Appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration proposed to be paid	As detailed in the Explanatory Statement of Item No.4 of this Notice.
Remuneration last drawn (including sitting fees, if any)	Please refer to the Corporate Governance Report (Annexure- C) as part of Board's Report
Number of Meeting of the Board attended during the Financial Year 2025-26	6 (Six)

<table>
<tr><th>Particulars</th><th>Profile of the Director</th></tr>
<tr><td>Names of other Companies in which the Director holds Directorship as on 31.03.2026</td><td>1. Mangiamo Hospitality Private Limited
2. So Hum Bharat Digital Payments Private Limited
3. Avenues Enterprises Private Limited
4. Uvik Technologies Private Limited
5. IA Fintech IFSC Private Limited
6. Rediff.com India Limited
7. Nueromind Technologies Private Limited
8. Self-Regulated PSO Association</td></tr>
<tr><td>Names of other listed Companies from which the Director has resigned in past three years</td><td>NIL</td></tr>
<tr><td>Names of Committees of other Companies in which the Director holds Chairmanship/ Membership as on 31.03.2026</td><td><table>
<tr><th>Name of the Company</th><th>Committee</th><th>Chairman / Member</th></tr>
<tr><td rowspan="3">Rediff.com India Limited</td><td>Stakeholders' Relationship Committee</td><td>Chairman</td></tr>
<tr><td>Risk Management Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
</table></td></tr>
<tr><td>Shareholding in the Company as on 31.03.2026</td><td>38,32,65,185 Equity Shares of Re. 1/- each</td></tr>
<tr><td>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</td><td>N.A.</td></tr>
<tr><td>Relationships between Directors, Key Managerial Personnel and Managers of the Company.</td><td>N.A.</td></tr>
<tr><td>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018</td><td>Mr. Vishwas Ambalal Patel is not debarred from holding the office of director pursuant to any SEBI order or any other authority.</td></tr>
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