

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that Extra Ordinary General Meeting (EOGM) of the Members of Network People Services Technologies Limited will be held on Thursday, August 28, 2025 at 12:30 P.M. through video conferencing ('VC') / other audio-visual means ('OAVM') to transact the following business:

A. Special Business:

1. To consider preferential issue of equity shares of the Company:

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

"RESOLVED THAT, pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the rules made thereunder (including any amendments, statutory modifications and/or re-enactment thereof for the time being in force) ('the Act'), and the enabling provisions of the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, statutory modifications and/or re-enactment thereof for the time being in force) ["SEBI (ICDR) Regulations"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ["SEBI (LODR), Regulations"] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ["SEBI (Takeover) Code"] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the Consent of the Shareholders be and is hereby accorded to create, offer, issue and allot upto 14,46,500 (Fourteen Lakhs Forty-Six Thousand and Five Hundred) fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares"), at a minimum issue price of Rs. 2074/- (Rupees Two Thousand and Seventy-Four only) (which includes a premium of Rs. 2064/- (Rupees Two Thousand and Sixty-Four only) per equity share and that aggregating to Rs.3,00,00,41,000 (Rupees Three Hundred Crore Forty One Thousand Only) determined in accordance with the provisions of



Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement to this Notice calling EOGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the below mentioned Proposed Allottee from the 'Non-Promoter' category as follows:

Name of Proposed Allottee	Maximum No. of Equity Shares	Maximum Consideration Amount (Rs.)
Tata Mutual Fund	14,46,500 Equity Shares	Rs. 3,00,00,41,000

RESOLVED FURTHER THAT, the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares shall be Tuesday, July 29, 2025, i.e. the date 30 (Thirty) days prior days prior to this Extraordinary General Meeting.

RESOLVED FURTHER THAT, the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT, the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- The allotment of Equity shares shall only be made in dematerialized form;
- The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof;
- The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from its bank account(s);
- The Equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;
- The preferential issue shall not result in a change in control, and the allotment would be of more than five percent of the post issue fully diluted share capital of the Company, to any Proposed Allottee or to allottee(s) acting-in-concert;
- The Equity shares allotted to the Proposed Allottee shall rank pari-passu inter-se with the existing Equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- The pre-preferential shareholding of the Proposed Allottee, if any and equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;



- i) Allotment of equity shares shall only be made in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission; and
- j) The equity shares after allotment shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT, subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if the above Proposed Allottee is held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name of such Proposed Allottee.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of the Special resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE and NSE.

RESOLVED FURTHER THAT, pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity shares.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares application for in principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors

For Network People Services Technologies Limited

Chetna Chawla

Chetna Chawla

Company Secretary and Compliance Officer



Place: Thane

Date: 04.08.2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolutions and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.



7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.npstx.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on Monday, August 25, 2025, at 09:00 A.M. and ends on Wednesday, August 27, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 22, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-



Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing 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 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.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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



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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- a) If you are already registered for e-Voting, then you can 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to agarwalkala@gmail.com with a copy marked to evoting@nsdl.co.in. 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 <http://www.evoting.nsdl.com> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at Mr. Abhijeet Gunjal evoting@nsdl.co.in.

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



1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@npstx.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@npstx.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 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.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance, mentioning their name demat account number/folio number, email id, mobile number at cs@npstx.com. The same will be replied by the company suitably.
6. Shareholders holding shares who would like to express their views / ask questions during the EGM, will have to register themselves as a "Speaker" and send their request mentioning their Name, Demat account number / folio number, email ID, mobile number at cs@npstx.com between Wednesday, August 20, 2025 to Friday, August 22, 2025. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. **M/s Kala Agarwal (Membership No. 5976), Practicing Company Secretaries, Mumbai**, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
8. The results of voting along with the Scrutinizer's Report shall be placed on the Company's website www.npstx.com/investor-desk and on the website of NSDL immediately after the declaration of result by the Company Secretary. The results shall also be immediately filed with the Stock Exchanges.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.



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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1:

The Board of Directors of the Company ("Board") at its meeting held on Monday, August 04, 2025, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, has approved the proposal for raising of fund by issuance of upto 14,46,500 (Fourteen Lakhs Forty-Six Thousand and Five Hundred) fully paid-up equity shares of face value of Rs. 10/- each at a price of Rs. 2074/- (Rupees Two Thousand and Seventy-Four only) per equity share including premium of Rs. 2064/- (Rupees Two Thousand and Sixty-Four only) aggregating a consideration not exceeding Rs.3,00,00,41,000 (Rupees Three Hundred Crore Forty One Thousand only) to proposed allottees on a private placement basis (Preferential Issue) in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The offer for the proposed allotment shall be made in the prescribed Form PAS-4 under the Rule 14 (1) of Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI ICDR Regulations and subsequent amendments thereto is as stated below. As per Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

1. Objects of the Preferential issue:

The funds to be raised from the Preferential Issue shall be utilized for funding the following objects of the company.

S.No	Objects	Estimated Amount of Deployment (Rs. in Lacs)
1	Global Expansion and Brand Building : NPST is poised for international expansion, capitalizing on India's thriving digital payment ecosystem. With a proven track record, we're seeking investment to fuel our aggressive growth plans and replicate success globally. While we have a strong presence in existing markets, we aim to: 1. Expand into new segments: Leverage digital payment's horizontal reach to create a strong presence in allied segments in domestic as well as global market. 2. Establish a strong brand: Invest in sales and marketing opportunities to build a robust brand presence, adding value to NPST in the industry, amongst clients, and investors in new segment and geographies. 3. Scale rapidly: Quickly scale sales, marketing, and business opportunities to drive growth. By securing investment that aligns with our roadmap, we'll accelerate global	6,000

	expansion, enhance our brand, and drive business growth.	
2	<p>Accelerating Growth through Product Development, Infrastructure Enhancement & Strategic Acquisition.:</p> <p>NPST has achieved success with its existing products and expanded its market share through strategic growth. To further accelerate growth opportunities like Multiply existing product stack and new accounts through growth investment, Mitigate the risk of losing opportunities while building new age tech and business roadmap. we plan to:</p> <ol style="list-style-type: none"> 1. Extend Product Offerings: Introduce new products and expand existing ones to cater to growing demand. 2. Invest in Infrastructure and Hardware: Make strategic investments to create direct entry into new segments and penetrate the bottom of the pyramid. 3. Pursue Strategic Acquisitions: Explore opportunities for acquiring new companies, talent, or accounts to enhance our capabilities. <p>We seek investment for acquisitions to support our expansion plans, focusing on hardware, infrastructure, and product development opportunities that align with our existing and future products.</p>	17,000
3	Other General Corporate Purpose	7,000
	Total	30,000

2. **Maximum number of specified securities to be issued:**

The Company is proposing to issue upto 14,46,500 (Fourteen Lakhs Forty-Six Thousand and Five Hundred) fully paid-up equity shares of face value of Rs. 10/- each at a price of Rs. 2074/- (Rupees Two Thousand and Seventy-Four only) per equity share including premium of Rs. 2064/- (Rupees Two Thousand and Sixty-Four only) aggregating a consideration not exceeding Rs.3,00,00,41,000 (Rupees Three Hundred Crore Forty One Thousand only) in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. **Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel or Senior Management intend to subscribe to any Equity Shares pursuant to the Preferential Issue of equity shares.

4. **Amount which the company intends to raise by way of preferential issue:**

The Company intends to raise an amount of upto Rs.3,00,00,41,000 (Rupees Three Hundred Crore Forty One Thousand only) by way of issue of equity shares. The consideration for the proposed issue shall be received in cash by way of banking channel only.



5. **The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottee, who is a Body corporate belonging to 'Non-Promoter' category.

6. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

7. **Basis or justification for the price (including the premium, if any) has been arrived at:**

The articles of association of the Company does not provide for any method of determination for valuation of shares.

Considering that the allotment is more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottee, the price, Rs. 2074/- (Rupees Two Thousand and Seventy-Four only) of the Equity Shares to be issued and allotted has been determined taking into account the valuation report dated August 04, 2025, issued by Mr. Navin Khandelwal (PAN: ACBPK8517B), a SEBI Registered Valuer (Registration No. IBBI/RV/05/2019/10779) in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations ("Valuation Report") which was duly approved by the board in its meeting held on August 04, 2025.

The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at the link <https://www.npstx.com/investor-desk/notices-announcement/>

In terms of the SEBI ICDR Regulations, 2018, the offered price at which the equity shares can be issued is Rs. 2074/- (Rupees Two Thousand and Seventy-Four only) per equity share, is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of equity shares and it is higher of the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date
- b) 10 Trading Days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date

Further, given that the equity shares of the Company have been listed for a period of more than Ninety trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations.

8. **Principle terms of assets charged as securities:**

Not Applicable



9. Shareholding Pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of shareholding	No. of Shares	% of shareholding
A	Promoter and Promoter Group				
	Individuals/HUF	13099400	67.54%	13099400	62.85%
	Total A	13099400	67.54%	13099400	62.85%
B	Public				
1	Institutions (Domestic)				
(a)	Mutual Funds			1446500	6.94%
(b)	Venture Capital Funds				
(c)	Alternate Investment Funds	111650	0.58%	111650	0.54%
(d)	Banks				
(e)	Insurance Companies				
(f)	Provident Funds/ Pension Funds				
(g)	Asset reconstruction companies				
(h)	Sovereign Wealth Funds				
(i)	NBFCs registered with RBI				
(j)	Other Financial Institutions				
(k)	Any Other (specify)				
	Sub total B1	111650	0.58%	1558150	7.48%
2	Institutions (Foreign)				
(a)	Foreign Direct Investment				
(b)	Foreign Venture Capital Investors				
(c)	Sovereign Wealth Funds				
(d)	Foreign Portfolio Investors Category I	11976	0.06%	11976	0.06%

(e)	Foreign Portfolio Investors Category II	11397	0.06%	11397	0.05%
(f)	Overseas Depositories (holding DRs) (balancing figure)				
(g)	Any Other (specify)				
	Sub total B2	23373	0.12%	23373	0.11%
(3)	Central Government / State Government(s)				
(a)	Central Government / President of India				
(b)	State Government / Governor				
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter				
	Sub-Total (B)(3)	0	0.00%	0	0.00%
(4)	Non-institutions				
(a)	Associate companies / Subsidiaries				
(b)	Directors and their relatives (excluding independent directors and nominee directors)				
(c)	Key Managerial Personnel	36500	0.19%	36500	0.18%
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)				
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'				
(f)	Investor Education and Protection Fund (IEPF)				
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1854597	9.56%	1854597	8.90%
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	2642535	13.62%	2642535	12.68%
(i)	Non Resident Indians (NRIs)	935566	4.82%	935566	4.49%
(j)	Foreign Nationals				

(k)	Foreign Companies				
(l)	Bodies Corporate	528472	2.72%	528472	2.54%
(m)	Any Other	163157	0.84%	163157	0.78%
	Sub total B4	6160827	31.76%	6160827	29.56%
	Sub Toatal B(1+2+3+4)	6295850	32.46%	7742350	37.15%
	Total A+B	193952500	100.00%	20841750	100.00%

10. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the equity shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

11. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them and identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:

Name of the allottee	Category	Pre-Issue holding %	Pre Preferential issue shareholding	Post-Issue holding %	Post Preferential issue shareholding	Ultimate Beneficiary Owner
Tata Mutual Fund	Non-Promoter	Nil	Nil	6.94%	14,46,500	Prathit D. Bhobe

12. Lock-in Period:

The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

13. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Name of Allottee	Current Status	Proposed status post preferential Issue
Tata Mutual Fund	Non-Promoter	Non-Promoter



14. Practicing Company Secretary's Certificate:

A certificate from M/s Kala Agarwal, Practicing Company Secretaries (Membership No. 5976), Mumbai, certifying that the proposed issue of equity shares is in compliance with the applicable provisions of the SEBI ICDR Regulations, will be placed before the shareholders at the Extra-Ordinary General Meeting. The certificate is also available on the Company's website at <https://www.npstx.com/investor-desk/notices-announcement/>

15. Issue Price and Relevant Date:

The Company intends to raise an amount to the extent of Rs.3,00,00,41,000 (Rupees Three Hundred Crore Forty One Thousand only) by issuing 14,46,500 (Fourteen Lakhs Forty-Six Thousand and Five Hundred) fully paid-up equity shares of face value of Rs. 10/- each at a price of Rs. 2074/- (Rupees Two Thousand and Seventy-Four only) per equity share including premium of Rs. 2064/- (Rupees Two Thousand and Sixty-Four only). The issue price is determined in with the preferential issue guidelines given in SEBI ICDR Regulations, 2018 and subsequent amendments thereto which is based on the relevant date i.e., **July 29, 2025**, which is thirty days prior to this meeting of shareholders.

16. Monitoring of utilisation of funds:

- a) Given that the issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed **CARE Ratings Limited**, a SEBI registered Credit Rating Agency bearing Registration number: IN/CRA/004/1999 as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").
- b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

17. Undertakings:

The Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so; and
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.

18. Disclosures specified in Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is confirmed that the issuer, its Promoters or any of its Directors is not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. It is also hereby confirmed that the provisions of Regulation 164A of the SEBI ICDR Regulations, are not applicable in the instant preferential issue.

The Proposed Allottee has also confirmed that:



- a) They are eligible under all statutory laws including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and qualified for above referred preferential allotment; and
- b) They are not barred by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any other statutory authority including any court or tribunal for the aforesaid preferential allotment.

19. Report of Registered Valuer:

Since the proposed preferential issue shall result in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to the Proposed Allottee, the Company is required to obtain a valuation report from an Independent Registered Valuer.

The Company has appointed Mr. Navin Khandelwal (PAN: ACBPK8517B), a SEBI Registered Valuer (Registration No. IBBI/RV/05/2019/10779), by board resolution dated August 01, 2025. A valuation report dated August 4, 2025 has been obtained from the said Registered Valuer for determining the fair value of the equity shares proposed to be issued. The said valuation report was taken on record by the Board of Directors of the Company in its meeting held on August 4, 2025 and is also available on the website of the Company at www.npstx.com/investor-desk.

20. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

21. Holding of shares in demat form:

The Company has obtained and verified the details of the Permanent Account Number (PAN) of the Proposed Allottee. The Company shall issue and allot the equity shares to the Allottee in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Allottee. After the necessary approvals, all equity shares shall be credited into the demat account of Allottee after allotment of equity shares.

22. SEBI Takeover code:

In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottee would not be under obligation to give an open offer to the public.

23. Approvals:

The Company shall undertake all necessary actions to obtain the requisite approvals from the Stock Exchange, SEBI, and any other applicable regulatory authorities in connection with the proposed preferential issue of equity shares.

24. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and



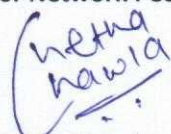
allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except to their equity holdings and Directorships in the Company, if any.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

By Order of the Board of Directors

For Network People Services Technologies Limited



Chetna Chawla

Company Secretary and Compliance Officer



Place: Thane

Date: 04.08.2025