CORRIGENDUM TO THE NOTICE OF THE 19TH ANNUAL GENERAL MEETING

CORRIGENDUM TO THE NOTICE OF THE 19TH (NINETEENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF PROSTARM INFO SYSTEMS LIMITED ('THE COMPANY') WILL BE HELD ON SEPTEMBER 11, 2026 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIOVISUAL MEANS ("OAVM"). THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. EL 79, ELECTRONIC ZONE, TTC, MIDC, MAHAPE, NAVI MUMBAI, THANE – 400710, MAHARASHTRA, INDIA.

Dear Members,

This is in continuation to the Notice dated August 12, 2026, convening Annual General Meeting (AGM) of the members of Prostarm Info Systems Limited ("the Company") to be held on Friday, September 11, 2026, for seeking approval for matters contained in the said Notice. The Notice of the AGM was dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

In this regard we would like to mention that with regard to Item No. 6 of the same, the Company had filed applications with the National Stock Exchange of India Limited (NSE) and BSE Limited, for seeking In-principle approval in relation to the proposed Preferential Issue of Fully Convertible Warrants for which the approval of the shareholders is being sought. Thereafter, the Company has received certain observations from the Exchanges. This Corrigendum is being issued pursuant to the observations of the Exchanges.

All other particulars and details as mentioned in the AGM Notice shall remain unchanged. The Corrigendum shall be read in conjunction with the AGM Notice dated August 12, 2026, together with Explanatory Statement. This Corrigendum is also available on the Company's website viz. www.prostarm.com and on the website of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively. All Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the AGM Notice.

This Corrigendum is being issued pursuant to the observations/queries raised by the Exchanges in connection with the proposed Preferential Issue and the consequential changes, revisions and clarifications made by the Company in the terms and disclosures relating to the proposed Preferential Issue.

The Corrigendum is being issued, inter alia, on account of the following:

1. Disqualification/removal of one of the proposed allottees on account of non-compliance with the applicable provisions of Regulations 159 and 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), resulting in the consequential revision in the number of Convertible Warrants proposed to be allotted and the aggregate Issue Size.

2. Revision and clarification of the disclosure relating to Regulation 166A of the SEBI ICDR Regulations, including clarification regarding the applicability/non-applicability of the said Regulation with reference to the proposed allotment, the post-issue fully diluted share capital and the proposed change in control, if any.

3. Revision of the post-issue shareholding pattern on a fully diluted basis, pursuant to the observation received from NSE. Accordingly, the revised post-issue shareholding pattern has been prepared after taking into consideration the Equity Shares proposed to be allotted upon conversion of the Convertible Warrants and the Equity Shares that may be issued pursuant to the exercise of ESOPs, as applicable, for determining the fully diluted post-issue equity share capital of the Company and the corresponding percentage shareholding of the respective shareholders.

4. Revision and clarification of the disclosure relating to the proposed utilisation of the Issue Proceeds under the "Purpose/Object of the Preferential Issue" forming part of the Explanatory Statement to the Notice of the Annual General Meeting ("AGM"), including clarification that the Issue Proceeds shall be utilised only for the objects and purposes specifically stated in the Notice.

5. Incorporation of the requisite undertaking regarding re-computation of the price of the specified securities and continued lock-in, as applicable, pursuant to the provisions of the SEBI ICDR Regulations.

6. Consequential revision and updation of the relevant disclosures in the Notice of the AGM to give effect to the aforesaid changes and clarifications and to ensure consistency with the revised number of Convertible Warrants, revised Issue Size, revised list of Proposed Allottees, fully diluted post-issue shareholding pattern and other disclosures required pursuant to the observations of Exchanges.

Accordingly, the relevant disclosures contained in the Notice of the AGM are being revised, supplemented and/or clarified to give effect to the aforesaid changes and to incorporate the necessary disclosures pursuant to the observations of Exchanges and in accordance with the applicable provisions of the SEBI ICDR Regulations.

For the avoidance of doubt, there is no change in the Issue Price of Rs. 147/- (Rupees One Hundred Forty-Seven Only) per Convertible Warrant. The revisions in the number of Convertible Warrants and the aggregate Issue Size are consequential to the disqualification/removal of one of the proposed allottees and do not arise on account of any change in the Issue Price.

The Members are requested to read the Notice of the AGM together with this Corrigendum. The disclosures contained in the Notice shall stand modified, supplemented or replaced to the extent specifically stated in this Corrigendum.

Except for the amendments, revisions, clarifications and additional disclosures specifically stated in this Corrigendum, all other terms, conditions and contents of the Notice of the AGM shall remain unchanged.

Item no.6: To Issue Fully Convertible Warrants Convertible into Equity Shares of the Company on Preferential Basis.

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(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "**Ac**t"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the "**Listing Regulations**"), and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (Takeover) Code**") and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and/or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") (Collectively referred as "**Stock Exchanges**"), MCA and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the "**Board**") of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 28,98,717 (Twenty-Eight Lakh Ninety-Eight Thousand Seven Hundred Seventeen) Convertible Warrants ("**Warrants**"), at an issue price of Rs. 147/- (Rupees One Hundred Forty Seven Only) per Warrant, aggregating up to Rs. 42,61,11,399/- (Rupees Forty-Two Crore Sixty-One Lakh Eleven Thousand Three Hundred Ninety-Nine Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value Rs. 10/- (Rupees Ten only), each at a premium of Rs. 137/- (Rupees One Hundred Thirty Seven Only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons/entities specified below ("**Warrant Holder**"/ "**Proposed Allottees**") belonging to the non-promoter Category of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Proposed Allottees	Category (Promoter /Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Mrs. Pushpa Rani Bakliwal	Non-Promoter	1,10,421
2.	Mr. Amol Satish Godha	Non-Promoter	1,10,421

3.	Mr. Rohit Jain	Non-Promoter	45,000
4.	Mr. Rinku Kailashchand Jain	Non-Promoter	1,09,000
5.	Mr. Sourav Jain	Non-Promoter	45,000
6.	Mrs. Sushila Devi Jain	Non-Promoter	90,000
7.	Mrs. Rekha Jain	Non-Promoter	90,000
8.	Mr. Pankaj Kumar Jain	Non-Promoter	90,000
9.	Mr. Kailash Chand Jain	Non-Promoter	90,000
10.	Mr. Pranjal Mukesh Jain	Non-Promoter	4,50,000
11.	Mrs. Harshita Jain	Non-Promoter	90,000
12.	Mrs. Mala Jain	Non-Promoter	45,000
13.	Mr. Vipul Jumaklal Jain	Non-Promoter	45,000
14.	Manish M Davda HUF	Non-Promoter	22,500
15.	Mr. Hitesh Mathuradas Davda	Non-Promoter	22,500
16.	Mr. Rishab Jain	Non-Promoter	45,000
17.	Bharat Hastimal Rajawat HUF	Non-Promoter	73,625
18.	Mrs. Reshma Chapra	Non-Promoter	7,07,250
19.	Mrs. Saniya Chapra	Non-Promoter	2,06,000
20.	Mrs. Mubina Sofia	Non-Promoter	2,06,000
21.	Mrs. Shifa Chapra	Non-Promoter	2,06,000
TOTAL			**28,98,717**

RESOLVED FURTHER THAT pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Relevant Date for the purpose of determination of the floor price for the issue of Warrants shall be Wednesday, August 12, 2026, being 30 days prior to the date deemed to be the date of passing of the Special Resolution through Annual General Meeting, i.e. **Friday, September 11, 2026**;

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any Regulatory Authority or Stock Exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms and conditions apart from others as prescribed under the applicable laws:

a) the Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;

b) the Warrants so offered, issued and allotted to the Proposed Allottees shall be issued by the Company for cash consideration, and an amount equivalent to 25% (twenty-five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (**"Warrant Subscription Amount"**). The Warrant holders will be required to make the balance payment which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price (**"Warrant**

Exercise Amount") at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company;

c) the Warrant Subscription Amount and the Warrant Exercise Amount shall be subject to appropriate adjustments as required under applicable laws, rules and regulations, including the SEBI ICDR Regulations;

d) the Warrant holders shall make payment of the consideration for allotment of Warrants and/or equity shares arising out of exercise of such Warrants from their own respective bank accounts into the designated bank account of the Company;

e) the Warrants shall be allotted in dematerialised 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 Warrants 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, as applicable;

f) the Warrants being allotted to the Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;

g) the equity shares to be allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

h) the equity shares allotted upon conversion of the Warrants 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;

i) The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

j) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

k) In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited; and,

l) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s);

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 and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer(including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Mumbai ("**ROC**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Warrants or Equity Shares 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 authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors
For Prostarm Info Systems Limited

Sd/-
Company Secretary
Sachin Gupta
Membership No.: F12500

Date: August 31, 2026
Place: Navi Mumbai

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act" ("Act"), the following explanatory statement sets out all material facts relating to the Special Business mentioned under Item No. 6 of the accompanying Notice:

The Company requires additional funds to meet its working capital requirements and to support its ongoing business operations and operational requirements. In order to augment the Company's financial resources and strengthen its working capital position, the Board of Directors has considered various fundraising alternatives and has identified the preferential issue of Convertible Warrants as an appropriate and efficient mode of raising funds.

The proceeds of the proposed Preferential Issue are intended to be utilised primarily towards the Company's working capital requirements, including funding its day-to-day operational requirements, business operations and other working capital needs, as may be determined by the management from time to time in the ordinary course of business.

Accordingly, the Board of Directors of the Company, at its meeting held on Wednesday, August 12, 2026, approved, subject to the approval of the Members and such other statutory, regulatory and governmental approvals as may be required, the issuance of up to 28,98,717 (Twenty-Eight Lakh Ninety-Eight Thousand Seven Hundred Seventeen) Convertible Warrants ("**Warrants**"), each convertible into 1 (One) Equity Share of the Company, on a preferential basis to the proposed allottees, in accordance with the provisions of the Companies Act, 2013 ("**Act**") and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and other applicable laws.

Pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, the proposed Preferential Issue of Warrants requires the approval of the Members of the Company by way of a Special Resolution.

The disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Chapter V of the SEBI ICDR Regulations and other applicable provisions of law in relation to the proposed Preferential Issue are set out hereunder:

a. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors of the Company, at its meeting held on Wednesday, August 12, 2026, subject to the approval of the Members of the Company and such other statutory, regulatory and governmental approvals, permissions and sanctions as may be required, approved the issuance and allotment, in one or more tranches, of up to 28,98,717 (Twenty-Eight Lakh Ninety-Eight Thousand Seven Hundred Seventeen) Convertible Warrants ("**Warrants**"), at an issue price of Rs. 147/- (Rupees One Hundred Forty Seven Only) per Warrant, aggregating up to Rs. 42,61,11,399/- (Rupees Forty-Two Crore Sixty-One Lakh Eleven Thousand Three Hundred Ninety-Nine Only).

Each Warrant shall carry a right exercisable by the Warrant Holder to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 137- (Rupees One Hundred Thirty Seven Only) per Equity Share, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

The Warrants are proposed to be issued on a preferential basis to the persons/entities identified in this Notice ("Proposed Allottees"), belonging to the Non-Promoter Category of the Company, for cash consideration payable through banking channels/electronic modes, and on such terms and conditions as may be determined by the Board in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws:

S. No.	Name of Proposed Allottees	Category (Promoter /Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Mrs. Pushpa Rani Bakliwal	Non-Promoter	1,10,421
2.	Mr. Amol Satish Godha	Non-Promoter	1,10,421
3.	Mr. Rohit Jain	Non-Promoter	45,000
4.	Mr. Rinku Kailashchand Jain	Non-Promoter	1,09,000
5.	Mr. Sourav Jain	Non-Promoter	45,000
6.	Mrs. Sushila Devi Jain	Non-Promoter	90,000
7.	Mrs. Rekha Jain	Non-Promoter	90,000
8.	Mr. Pankaj Kumar Jain	Non-Promoter	90,000
9.	Mr. Kailash Chand Jain	Non-Promoter	90,000
10.	Mr. Pranjal Mukesh Jain	Non-Promoter	4,50,000
11.	Mrs. Harshita Jain	Non-Promoter	90,000
12.	Mrs. Mala Jain	Non-Promoter	45,000
13.	Mr. Vipul Jumaklal Jain	Non-Promoter	45,000
14.	Manish M Davda HUF	Non-Promoter	22,500
15.	Mr. Hitesh Mathuradas Davda	Non-Promoter	22,500
16.	Mr. Rishab Jain	Non-Promoter	45,000
17.	Bharat Hastimal Rajawat HUF	Non-Promoter	73,625
18.	Mrs. Reshma Chapra	Non-Promoter	7,07,250
19.	Mrs. Saniya Chapra	Non-Promoter	2,06,000
20.	Mrs. Mubina Sofia	Non-Promoter	2,06,000
21.	Mrs. Shifa Chapra	Non-Promoter	2,06,000
TOTAL			**28,98,717**

b. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to create, offer, issue and allot, in one or more tranches, up to 28,98,717 (Twenty-Eight Lakh Ninety-Eight Thousand Seven Hundred Seventeen) Convertible Warrants ("Warrants"), on a preferential basis to the proposed allottees identified by the Board.

Each Warrant shall carry a right exercisable by the Warrant Holder to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 147/- (Rupees One Hundred Forty Seven Only) per Warrant, comprising a face value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 137/- (Rupees One Hundred Thirty Seven Only) per Equity Share upon conversion.

The aggregate consideration for the proposed Preferential Issue shall be up to Rs. 42,61,11,399/- (Rupees Forty-Two Crore Sixty-One Lakh Eleven Thousand Three Hundred Ninety-Nine Only), assuming full subscription and conversion of all the Warrants into Equity Shares in accordance with the terms of the issue and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

c. Purpose/Object of the preferential issue:

The Company proposes to raise funds through the issuance of up to 28,98,717 (Twenty-Eight Lakh Ninety-Eight Thousand Seven Hundred Seventeen) Convertible Warrants, each carrying a right to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company, at an issue price of Rs. 147/- (Rupees One Hundred Forty-Seven only) per Warrant, aggregating up to Rs. 42,61,11,399/- (Rupees Forty-Two Crore Sixty-One Lakh Eleven Thousand Three Hundred Ninety-Nine Only).

The proceeds of the proposed Preferential Issue are proposed to be utilised primarily towards meeting the working capital requirements of the Company, including funding the Company's day-to-day operational requirements, procurement and other business-related expenditures, and strengthening its liquidity position.

The proposed utilisation of the Issue Proceeds is set out below:

Sr. no	Purpose/Object(s) of the Preferential Issue	Estimated amount to be utilized for each of the Objects (Amount in Rs.)	Tentative timeline for utilization of issue proceeds from the date of receipt of funds
1	Working Capital	Rs. 42,61,11,399/- (Rupees Forty-Two Crore Sixty-One Lakh Eleven Thousand Three Hundred Ninety-Nine Only).	As estimated by management, the entire proceeds received from the issue would be utilized within 24 months from the date of receipt of funds.

The proposed utilisation of the Issue Proceeds is based on the Company's current business plans, operational requirements and management estimates. The Issue Proceeds shall be utilised only for the objects and purposes specifically stated above and shall not be utilised for any purpose other than the stated objects. The actual deployment of the Issue Proceeds shall be made in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and other applicable laws, rules, regulations and guidelines, as amended from time to time.

Since the proposed Preferential Issue is by way of Convertible Warrants, the Company shall receive 25% of the issue price of the Warrants upfront at the time of allotment of the Warrants, in accordance with Regulation 169 of the SEBI ICDR Regulations. The balance 75% of the issue price of the Warrants shall be payable by the respective Warrant Holders upon exercise of the Warrants within the prescribed period of 18 (Eighteen) months from the date of allotment of the Warrants.

Accordingly, the funds received by the Company from time to time, including the upfront subscription amount and the balance consideration received upon exercise of the Warrants, shall be utilised towards the aforesaid working capital requirements, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws.

The Company intends to utilise the Issue Proceeds within 24 (Twenty-Four) months from the respective dates of receipt of funds, subject to the actual business requirements and availability of funds.

Pending utilisation of the Issue Proceeds for the aforesaid purpose, the Company may temporarily deploy the unutilised funds in such manner as may be permitted under applicable laws.

In terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amount proposed to be utilised towards the stated object may vary by ±10% (plus or minus ten per cent) depending upon future business requirements and prevailing commercial circumstances. The estimated utilisation is based on the Company's current business plans and is subject to various financial, market, operational, technical, regulatory and other factors.

The Company shall monitor the utilisation of the Issue Proceeds and deploy the funds towards the stated object in accordance with the applicable provisions of law. In the event of any variation in the utilisation of the Issue Proceeds, the Company shall comply with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations and the requirements of the Stock Exchanges.

The Board of Directors shall have the flexibility to determine the timing and manner of utilisation of the Issue Proceeds towards the aforesaid working capital requirements, depending upon the Company's business and operational needs, subject to compliance with applicable laws and regulatory requirements.

d. Basis on which the price has been arrived at along with report of the Registered Valuer:

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). The Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"). NSE, being the Stock Exchange having higher trading volume in respect of the Equity Shares of the Company during the relevant period, has been considered for determining the issue price.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the floor price of the Equity Shares to be allotted upon conversion of the Convertible Warrants has been determined on the basis of the higher of:

a) Rs. 146.94 per Equity Share, being the 90 Trading Days' Volume Weighted Average Price ("**VWAP**") of the Equity Shares of the Company quoted on NSE preceding the Relevant Date; or

b) Rs. 138.67 per Equity Share, being the 10 Trading Days' VWAP of the Equity Shares of the Company quoted on NSE preceding the Relevant Date.

Accordingly, the floor price determined under Regulation 164(1) of the SEBI ICDR Regulations is Rs. 146.94 per Equity Share.

The Company confirms that its Articles of Association do not contain any restrictive provisions relating to the preferential issue of securities and do not prescribe any specific method for determination of the issue price.

The proposed preferential issue, whether considered individually or together with any preferential allotments proposed to be made to the proposed allottee(s) and/or persons acting in concert with such allottee(s), does not exceed 5% of the post-issue fully diluted share capital of the Company. Further, the proposed preferential issue does not result in any change in control or management of the Company.

However, as a matter of abundant caution and in furtherance of good corporate governance, transparency and enhanced shareholder disclosures, the Company has voluntarily obtained a valuation report from an Independent Registered Valuer for determination of the fair value of the Equity Shares proposed to be issued upon conversion of the Convertible Warrants.

Accordingly, the Company has obtained a valuation report dated August 12, 2026, from Ms. Kavita Joshi, Chartered Accountant (Membership No. 190551) and Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), having her office at 303, Building No. 9, Phase-I, Vardhaman Vatika Complex, Vasind, Taluka Shahapur, Thane – 421601. The Registered Valuer has determined the fair value of the Equity Shares at 145.78 per Equity Share after considering the Cost Approach (Net Asset Value Method), Income Approach (DCF Method) and Market Approach (Market Price Method).

Accordingly, while determining the issue price, the Company has considered:

(i) the floor price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations, being Rs. 146.94 per Convertible Warrant; and

(ii) the fair value determined by the Independent Registered Valuer, being Rs. 145.78 per Convertible Warrant.

Since the floor price determined under Regulation 164 of the SEBI ICDR Regulations is higher than the fair value determined by the Registered Valuer, the minimum issue price works out to Rs. 146.94 per Convertible Warrant.

The Board of Directors has approved the issue price of Rs. 147 (Rupees One Hundred Forty-Seven Only) per Convertible Warrant, which is higher than the minimum price determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations.

The valuation report dated August 12, 2026, issued by Ms. Kavita Joshi, Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), shall be available for inspection by the Members through electronic mode during business hours on all working days from the date of dispatch of this Notice up to and including the date of the Annual General Meeting. Members desirous of inspecting the said valuation report may access the same through the website of the Company at www.prostarm.com/wp-content/uploads/2019/09/valuation-report.pdf

Accordingly, the provisions of Regulation 166A of the SEBI ICDR Regulations are not applicable to the proposed preferential issue. The valuation report is also available on the website of the Company at www.prostarm.com/wp-content/uploads/2019/09/valuation-report.pdf and may be accessed by the Members during the aforesaid period.

e. Regulation 166A of the SEBI ICDR Regulations:

The proposed Preferential Issue of 28,98,717 Convertible Warrants, each convertible into one Equity Share of the Company, whether considered individually or together with any other preferential allotment proposed to be made to the respective Proposed Allottee(s) and/or persons acting in concert with such Proposed Allottee(s), does not result in allotment of more than five per cent (5%) of the post-issue fully diluted share capital of the Company to any allottee or to allottees acting in concert.

Further, the proposed Preferential Issue does not result in any change in control or management of the Company.

Accordingly, the conditions prescribed under Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") for applicability of the said Regulation are not attracted and, therefore, the provisions of Regulation 166A of the SEBI ICDR Regulations are not applicable to the proposed Preferential Issue.

Notwithstanding the non-applicability of Regulation 166A of the SEBI ICDR Regulations, and as a measure of good corporate governance, transparency and enhanced disclosure to the Members, the Company has voluntarily obtained a valuation report from an Independent Registered Valuer for determining the fair value of the Equity Shares proposed to be allotted upon conversion of the Convertible Warrants.

Accordingly, the Company has obtained a valuation report dated August 12, 2026 from Ms. Kavita Joshi, Chartered Accountant (Membership No. 190551) and Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), who has determined the fair value of the Equity Shares at Rs.145.78 per Equity Share, based on the valuation methodologies considered appropriate by the Registered Valuer.

The aforesaid valuation report has been considered by the Company for enhanced transparency and disclosure purposes, notwithstanding that the same is not being relied upon for determining the applicability of Regulation 166A of the SEBI ICDR Regulations.

f. Relevant Date :

In accordance with Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Relevant Date for determining the floor price of the Convertible Warrants proposed to be issued on a preferential basis is Wednesday, August 12, 2026, being 30 (Thirty) days prior to the date on which the Special Resolution is deemed to have been passed by the Members through Annual General Meeting, i.e., Friday, September 11, 2026.

In the event that the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be considered as the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations;

g. Identity of the Proposed Allottees (including the Natural Persons who are the Ultimate Beneficial Owners of the Equity Shares proposed to be allotted and/or who ultimately control), the Percentage of Post-Preferential Issue Capital that may be held by them, Change in Control, if any, consequent to the Preferential Issue and the Current and Proposed Status of the Allottees:

The proposed Preferential Issue of 28,98,717 Convertible Warrants, each convertible into one Equity Share of the Company, is being made to the persons/entities identified by the Board of Directors, all of whom belong to the Non-Promoter Category.

The details of the proposed allottees, including their current status, the name of the natural person who is the ultimate beneficial owner or who ultimately controls the proposed allottee, their pre-issue shareholding, the number of Convertible Warrants proposed to be allotted and the corresponding number of Equity Shares proposed to be issued upon conversion thereof, their post-issue shareholding assuming full conversion of the Convertible Warrants, and their proposed status after the Preferential Issue, are set out below:

Sr. No.	**Name of the Proposed Allottees**	**Current Status (Pre Issue Category / Class)**	**Name of the Natural Persons who are the ultimate beneficial owners**	**Pre-issue Shareholding**		**No. of Equity Shares to be issued (Upon Conversion)**	***Post Issue/Allotment of Equity Shares**		**Proposed Status (Post Issue Category/ Class)**
				No. of Equity Shares	**% of holding**		**No. of Equity Shares**	**% of holding**	
1.	Mrs. Pushpa Rani Bakliwal	Non-Promoter	Self	Nil	Nil	1,10,421	1,10,421	0.17%	Non-Promoter
2.	Mr. Amol Satish Godha	Non-Promoter	Self	Nil	Nil	1,10,421	1,10,421	0.17%	Non-Promoter
3.	Mr. Rohit Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.07%	Non-Promoter
4.	Mr. Rinku Kailashchand Jain	Non-Promoter	Self	Nil	Nil	1,09,000	1,09,000	0.17%	Non-Promoter

5.	Mr. Sourav Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.07%	Non-Promoter
6.	Mrs. Sushila Devi Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.14%	Non-Promoter
7.	Mrs. Rekha Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.14%	Non-Promoter
8.	Mr. Pankaj Kumar Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.14%	Non-Promoter
9.	Mr. Kailash Chand Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.14%	Non-Promoter
10.	Mr. Pranjal Mukesh Jain	Non-Promoter	Self	18,689	0.0317%	4,50,000	4,68,689	0.74%	Non-Promoter
11.	Mrs. Harshita Jain	Non-Promoter	Self	Nil	Nil	90,000	90,000	0.14%	Non-Promoter
12.	Mrs. Mala Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.07%	Non-Promoter
13.	Mr. Vipul Jumaklal Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.07%	Non-Promoter
14.	Manish M Davda HUF	Non-Promoter	Karta of HUF is Mr. Manish M Davda	Nil	Nil	22,500	22,500	0.04%	Non-Promoter
15.	Mr. Hitesh Mathuradas Davda	Non-Promoter	Self	Nil	Nil	22,500	22,500	0.04%	Non-Promoter
16.	Mr. Rishab Jain	Non-Promoter	Self	Nil	Nil	45,000	45,000	0.07%	Non-Promoter
17.	Bharat Hastimal Rajawat HUF	Non-Promoter	Karta of HUF is Bharat Hastimal Rajawat	Nil	Nil	73,625	73,625	0.12%	Non-Promoter
18.	Mrs. Reshma Chapra	Non-Promoter	Self	Nil	Nil	7,07,250	7,07,250	1.12%	Non-Promoter
19.	Mrs. Saniya Chapra	Non-Promoter	Self	Nil	Nil	2,06,000	2,06,000	0.33%	Non-Promoter
20.	Mrs. Mubina Sofia	Non-Promoter	Self	Nil	Nil	2,06,000	2,06,000	0.33%	Non-Promoter
21.	Mrs. Shifa Chapra	Non-Promoter	Self	Nil	Nil	2,06,000	2,06,000	0.33%	Non-Promoter

Note - * Post-Issue Shareholding assuming full conversion of the proposed Warrants and full exercise of outstanding ESOPs.

Further, the proposed Preferential Issue shall not result in any change in the control or management of the Company. The proposed allottees shall continue to be classified as Non-Promoters both before and after the Preferential Issue.

h. Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer:

None of the Promoters, members of the Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to the Convertible Warrants proposed to be issued pursuant to the Preferential Issue.

Accordingly, no Promoter, member of the Promoter Group, Director or Key Managerial Personnel of the Company shall participate in the proposed Preferential Issue of Convertible Warrants.

i. the proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority or Exchanges or any Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

j. The pre issue and post issue shareholding pattern of the company in the following format:

Sr. No.	**Category**	**Pre-Issue Shareholding**		***Post Issue Shareholding (Presuming full conversion of warrants & ESOP)**	
		No. of equity shares held	**% of Shares**	**No. of equity shares held**	**% of Shares**
A	**Promoter & Promoter Group Share holding**				
A1	**Indian Promoter**				
	Individual	4,28,78,664	72.83	4,28,78,664	67.67%
	Body Corporate	-	-	-	
	Sub Total	4,28,78,664	72.83	4,28,78,664	67.67%
A2	**Foreign Promoter**				
	Sub Total (A)	**4,28,78,664**	**72.83**	**4,28,78,664**	**67.67%**
B	**Public Share holding**				
B1	Institutions	-	-	-	
B2	Institutions (Domestic)	5,11,474	0.87	5,11,474	0.81%
B3	Institutions (Foreign)	3,01,200	0.51	3,01,200	0.48%
B4	Central Government / State	-	-	-	

	Government(s)				
B5	Non-Institutions Investor Education and Protection Fund (IEPF)	-	-	-	
i	Directors and their relatives (excluding independent directors and nominee directors)	-	-	*2,11,000	0.33%
ii	Key Managerial Personnel	11	0.00	*2,21,011	0.35%
iii	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,16,15,327	19.73	*1,22,21,327	19.29%
iv	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	14,49,997	2.46	*48,02,589	7.58%
v	Non-Resident Indians (NRIs)	3,59,528	0.61	3,59,528	0.57%
vi	Foreign Companies	15,885	0.03	15,885	0.03%
vii	Bodies Corporate	9,10,516	1.55	9,10,516	1.44%
	Any Other (including HUFs)	8,31,990	1.41	*9,28,115	1.46%
	Sub Total B=B1+B2+B3+B4+B5	**1,59,95,928**	**27.17%**	**2,04,82,645**	**32.33%**
	Total Shareholding (A+B)	**5,88,74,592**	**100%**	**6,33,61,309**	**100%**

Note: *The post-issue shareholding pattern has been prepared assuming full conversion of the proposed* 28,98,717 Convertible Warrants and full exercise of 15,88,000 outstanding ESOPs, *as applicable. The increase in shareholding under the respective categories is attributable to the following:*

- **Convertible Warrants:** 28,98,717 Equity Shares — Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs: 28,02,592 Equity Shares; and Any Other (including HUFs): 96,125 Equity Shares**.**

- **ESOPs:** 15,88,000 Equity Shares — Directors and their relatives: 2,11,000 Equity Shares; and Key Managerial Personnel: 2,21,000, and Equity Shares; Resident Individuals holding nominal share capital up to Rs. 2 lakhs: 6,06,000 Equity Shares; and Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs: 5,50,000 Equity Shares.

Accordingly, the post-issue shareholding pattern has been calculated on a fully diluted basis.

** The asterisk indicates the Equity Shares proposed to be allotted pursuant to conversion of Convertible Warrants and/or exercise of ESOPs, as applicable.*

k. 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 price:

The Company has not made any allotment of securities on a preferential basis during the financial year 2026-27 up to the date of this Notice. Accordingly, no securities have been allotted on a preferential basis and no issue price has been determined or paid in respect of any such allotment during the said period.

l. Principle terms of assets charged as securities:

The Convertible Warrants proposed to be issued pursuant to the Preferential Issue are unsecured in nature and no assets of the Company are proposed to be charged or encumbered in connection with the issue of the Convertible Warrants or the Equity Shares arising upon conversion thereof.

Accordingly, there are no principal terms of assets charged as security that are required to be disclosed pursuant to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

m. Material terms of raising such securities:

The issue of Warrants shall be subject to the following terms and conditions:

a) the Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;

b) the Warrants so offered, issued and allotted to the Proposed Allottees shall be issued by the Company for cash consideration, and an amount equivalent to 25% (twenty-five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (**"Warrant Subscription Amount"**). The Warrant holders will be required to make the balance payment which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price (**"Warrant Exercise Amount"**) at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company;

c) the Warrant Subscription Amount and the Warrant Exercise Amount shall be subject to appropriate adjustments as required under applicable laws, rules and regulations, including the SEBI ICDR Regulations;

d) the Warrant holders shall make payment of the consideration for allotment of Warrants and/or equity shares arising out of exercise of such Warrants from their own respective bank accounts into the designated bank account of the Company;

e) the Warrants shall be allotted in dematerialised 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 Warrants 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, as applicable;

f) the Warrants being allotted to the Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;

g) the equity shares to be allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

h) the equity shares allotted upon conversion of the Warrants 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;

i) The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

j) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

k) In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited; and,

l) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

n. Lock-In Period & Transferability:

The Convertible Warrants proposed to be allotted pursuant to the Preferential Issue and the Equity Shares arising upon conversion thereof shall be subject to the lock-in requirements prescribed under Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The pre-preferential shareholding, if any, of the Proposed Allottees shall also be subject to lock-in in accordance with the applicable provisions of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be in accordance with Regulation 167(6) of the SEBI ICDR Regulations granted for the preferentially allotted securities or such other period as may be prescribed under the SEBI ICDR Regulations from time to time.

The Convertible Warrants and the Equity Shares allotted pursuant to their conversion shall be transferable only in accordance with the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

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

The proposed Preferential Issue of Convertible Warrants is being made for cash consideration and, accordingly, no justification is required in respect of allotment for consideration other than cash.

However, for the purpose of determining the issue price and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company has obtained a valuation report from a Registered Valuer. The issue price of the Convertible Warrants has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations and is not less than the floor price prescribed thereunder.

p. Certificate of Practicing Company Secretary:

The Certificate issued by Mr. Rajkumar Gupta, Practicing Company Secretary, Proprietor of Rajkumar Gupta & Co., (Membership No. 11272; Certificate of Practice No. 18582), certifying that the proposed Preferential Issue of Convertible Warrants is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, shall be available for inspection by the Members through electronic mode during the period of remote e-voting.

The said certificate shall also be made available on the website of the Company at www.prostarm.com/wp-content/uploads/2019/09/pcs-certificate.pdf and shall be accessible to the Members up to the date of declaration of the results of the Annual General Meeting.

q. Disclosure pursuant to Regulations 163 (1) (g) and 163(1) (h) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period exceeding 90 (Ninety) Trading Days preceding the Relevant Date. Accordingly, the provisions relating to re-computation of the issue price under Regulation 164(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") are not applicable to the proposed preferential issue.

Consequently, the undertaking contemplated under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations, in relation to re-computation of the issue price under Regulation 164(3), is not applicable in view of the non-applicability of Regulation 164(3).

However, the Company undertakes that it shall re-compute the price of the Convertible Warrants and/or the number of Equity Shares to be allotted upon exercise of the Convertible Warrants, if and to the extent required under Regulation 166 of the SEBI ICDR Regulations or any other applicable law for the time being in force.

The Company further undertakes that, if the amount payable pursuant to such re-computation is not paid by the Warrant Holder within the time prescribed under the SEBI ICDR Regulations, the Convertible Warrants and the Equity Shares allotted pursuant thereto shall continue to remain locked-in until such amount is paid in accordance with the applicable provisions of the SEBI ICDR Regulations.

r. Other disclosures/Undertaking:

i. The Company, its Promoters and Directors are not categorized as wilful defaulters by any bank, financial institution or consortium thereof in accordance with the guidelines issued by the Reserve Bank of India and have not been classified as fraudulent borrowers. Accordingly, the disclosures prescribed under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

ii. None of the Promoters, members of the Promoter Group or Directors of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company is in compliance with the applicable provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013 and the rules and regulations made thereunder, including the SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees, except those allottees who may be exempt from specifying PAN for transacting in the securities market under applicable laws and regulations.

v. The Company has made / shall make an application to BSE Limited and National Stock Exchange of India Limited for obtaining in-principle approval for the proposed Preferential Issue in terms of Regulation 28 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

vi. The Company is in compliance with the conditions for continuous listing prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the Stock Exchanges.

vii. Since the Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period exceeding 90 Trading Days preceding the Relevant Date, the provisions relating to re-computation of issue price under Regulation 164(3) of the SEBI ICDR Regulations are not applicable.

viii. The Proposed Allottees have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Company has complied with the requirements of Regulation 159 of the SEBI ICDR Regulations.

ix. The Equity Shares, if any, held by the Proposed Allottees in the Company are in dematerialised form.

x. None of the Promoters or members of the Promoter Group has subscribed to any warrants of the Company during the one year preceding the Relevant Date.

xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and the applicable provisions of the SEBI ICDR Regulations require approval of the Members by way of a Special Resolution for issuance of securities on a preferential basis.

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

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

By order of the Board of Directors
For Prostarm Info Systems Limited

Sd/-
Company Secretary
Sachin Gupta
Membership No.: F12500

Date: August 31, 2026
Place: Navi Mumbai