



Olatech Solutions Ltd.

**17<sup>th</sup> December, 2025**

To,  
The Manager,  
**BSE SME Platform**  
Phiroze Jeejeebhoy Towers,  
Dalal St, Kala Ghoda, Fort,  
Mumbai, Maharashtra 400001.

**Scrip Code: 543578**

**Subject: Intimation of Extra Ordinary General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Madam,

Please note that Extra Ordinary General Meeting ('EGM') of Olatech Solutions Limited will be held on Thursday, January 08, 2026 at 03:00 P.M. at registered office of the Company situated at office no. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710 in compliance with the circulars issued and Securities and Exchange Board of India ('SEBI') and all other applicable laws

Kindly take the above information on your records.

Yours faithfully,

**FOR OLATECH SOLUTIONS LIMITED**

**AMIT KUMAR SINGH**  
**MANAGING DIRECTOR**  
**DIN: 06582830**



**OLATECH SOLUTIONS LIMITED**

**CIN: L42909MH2014PLC251672**

**Registered Office:** Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road  
Mahape, Raigarh, Navi Mumbai - 400710

**Email:** [info@olatechs.com](mailto:info@olatechs.com) **Website:** [www.olatechs.com](http://www.olatechs.com) **Contract:** +91-22- 27780129

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**NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **Olatech Solutions Limited ("Company")** will be held on Thursday, January 08, 2026 at 03:00 P.M. at registered office of the Company situated at office no. 310, 3<sup>rd</sup> Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710 to transact the following business(es):

**SPECIAL BUSINESSES:**

**I. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crores) divided into 70,00,000 (Seventy Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creating additional 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- each ranking *pari passu* with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

**“V. The Authorised Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each.”**

**“RESOLVED FURTHER THAT** any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

**II. ISSUANCE OF EQUITY SHARES TO THE NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS.:**

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

**“RESOLVED THAT** pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) 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, the provisions of 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 the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

("SEBI (Takeover) Code") (including any statutory modification(s) or reenactment(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"), Reserve Bank of India ("RBI") and the provisions of the Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Overseas Investment) Rules, 2022, Foreign Exchange Management (Overseas Investment) Regulations, 2022, 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 Exchange") 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 Exchange 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 Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 5,82,453 (Five Lacs Eighty Two Thousand Four Hundred Fifty Three) Equity Shares of Rs. 10/- (Rupees Ten Only) at a price of Rs. 451/- (Rupees Four Hundred Fifty-One Only) per Equity Share on a preferential basis ("Preferential Allotment Price"), aggregating to not exceeding Rs. 26,26,86,303/- (Rupees Twenty Six Crores Twenty Six Lacs Eighty Six Thousand Three Hundred Three Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 300 Shares of face value of 2 BHD (Bahrain Dinar) each representing 40.00% shareholding of the Code Brew W.L.L. ("Target Company"), 1,00,00,000 Shares of face value of 0.00001\$ (United States Dollar) each representing 100.00% shareholding of the Code Brew, Inc. ("Target Company") and 2 Shares of face value of 1000 AED (United Arab Emirates Dirham ) each representing 100.00% shareholding of the Code Brew Labs FZCO ("Target Company") on a preferential basis ("Preferential Allotment"), to the Non-Promoter categories of persons, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 5,82,453 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in Code Brew W.L.L., Code Brew, Inc. and Code Brew Labs FZCO.

#### Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped		No. of Equity Shares to Issue and Allot of Olatech Solutions Limited against swapping	Swap Ratio	Current Status / Category	Proposed Status / Category
		Name of Entity	No. of shares				
1	Aseem Satish Kumar	Code Brew W.L.L.	300	1,98,803	1:662.67667	Non-Promoter	Non-Promoter
		Code Brew Inc	50,00,000	85,413	1:0.017083		
		Code Brew Labs FZCO	1	1,06,412	1:106412		
2	Pargatjot Singh	Code Brew Inc	50,00,000	85,413	1:0.017083	Non-Promoter	Non-Promoter
		Code Brew Labs FZCO	1	1,06,412	1:106412		
Total				5,82,453			

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is December 09, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and applicable laws;
- (ii) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (iii) The Equity Shares to be allotted pursuant to the preferential issue, including the equity shares held by the Proposed Allottees prior to the preferential allotment, shall be subject to the applicable lock-in and transfer restrictions in accordance with Regulations 167 and 168 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The Equity Shares proposed to be issued and allotted on a preferential basis shall be locked-in for such period as prescribed under Chapter V of the SEBI ICDR Regulations (“ICDR Lock-in”).

In addition to the statutory lock-in under the SEBI ICDR Regulations, the Company and the Proposed Allottees have mutually agreed to additional contractual lock-in, which shall be applicable only after expiry of the ICDR Lock-in, and shall be as under:

No. of Equity shares	Period of Lock-in
2,91,226	6 months from the date of Trading approval
1,16,490	12 months from the date of Trading approval
1,16,490	24 months from the date of Trading approval
58,247	36 months from the date of Trading approval

The aforesaid additional lock-in is purely contractual in nature and is over and above the lock-in prescribed under SEBI ICDR Regulations. Any modification to such additional lock-in shall be subject to applicable SEBI Regulations and approval of the Stock Exchange(s), wherever required, and shall not be effective without such approvals.

- (iv) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (v) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (vi) Without prejudice to the generality of the above, the issue of the Equity Shares 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** the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on Stock Exchange, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

**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 (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations 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, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more 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 in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

**By order of the Board of Directors  
For Olatech Solutions Limited**

**Place: Navi Mumbai  
Date: December 08, 2025**

**Sd/-  
Amit Kumar Singh  
Managing Director**

**Registered Office:**  
Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire,  
Millennium Business Park,  
Thane-Belapur Road, Mahape,  
Navi Mumbai – 400 710  
**CIN: L42909MH2014PLC251672**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
6. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane - Belapur Road Mahape Navi Mumbai Raigarh MH 400710 IN of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Skyline Financial Services Private Limited the Registrar and Share Transfer Agents of the Company situated at D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi - 110 020, for:

- (a) intimating any change in their address and/or bank mandate;
  - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
  - (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) Any other queries with respect to shares held by them.
7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.

8. Members who have not registered their e-mail address for receiving all communications including EGM Notices from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
9. The Board of Director vide resolution dated December 08, 2025 has appointed M/s. Nikunj Kanabar & Associates, as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company.
10. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 15 of this Notice.
11. The remote e-voting shall commence on Monday, 05<sup>th</sup> January, 2026 at 9:00 A.M. (IST) and ends on Wednesday, 07<sup>th</sup> January, 2026, at 05:00 P.M (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e., Thursday, 01<sup>st</sup> January, 2026 may cast their vote electronically.
12. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. [www.olatechs.com](http://www.olatechs.com) and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
14. Only bonafide members of the Company whose names appear on the Register of Members/Register of Beneficial Owners/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

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

**The remote e-voting period begins on Monday, 05<sup>th</sup> January, 2026 at 9:00 A.M. and ends on Wednesday, 07<sup>th</sup> January, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 01<sup>st</sup> January, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01<sup>st</sup> January, 2026.**

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





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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting 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***
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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [csnikunjanabar@gmail.com](mailto:csnikunjanabar@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /

- Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to (Abhijeet Gunjal) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ([investor@olatechs.com](mailto:investor@olatechs.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 ([investor@olatechs.com](mailto:investor@olatechs.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

The present Authorised Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on December 08, 2025 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creating additional Rs. 10,00,000 (Rupees Ten Lacs Only) Equity Shares of Rs. 10/- each, subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creating additional Rs. 10,00,000 (Rupees Ten Lacs Only) Equity Shares of Rs. 10/- each and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of Directors, accordingly, recommends the passing of Special Resolution as set out at Item Number 1 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 1 of the Notice except to the extent of their shareholding.

**ITEM NO. 2:**

The Members are hereby informed that the Board of Directors, at its meeting held on December 08, 2025, approved the strategic acquisition of 300 equity shares of face value BHD 2/- each, representing 40.00% shareholding in Code Brew W.L.L. (Bahrain), 1,00,00,000 equity shares of face value USD 0.00001 each, representing 100.00% shareholding in Code Brew, Inc. (USA), and 2 equity shares of face value AED 1,000 each, representing 100.00% shareholding in Code Brew Labs FZCO (UAE), through issuance of equity shares of the Company on a preferential basis to persons belonging to the Non-Promoter category, on such terms and conditions as determined by the Board, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

Pursuant to the above, the Company proposes to issue and allot 5,82,453 fully paid-up equity shares of the Company to the Proposed Allottees, on a proportionate basis corresponding to their respective shareholding in Code Brew W.L.L., Code Brew, Inc. and Code Brew Labs FZCO, resulting in Code Brew, Inc. and Code Brew Labs FZCO becoming wholly owned subsidiaries, and Code Brew W.L.L. becoming a subsidiary of Olatech Solutions Limited.

Further, the Company proposes to acquire the remaining 60.00% shareholding in Code Brew W.L.L. by acquiring 450 equity shares of face value BHD 2/- each, for an aggregate cash consideration of up to ₹13,44,90,681/-, at a price of ₹2,98,868.18 per share (including premium), through a combination of cash consideration and equity share swap, as may be approved by the Board. Upon completion of both tranches of acquisition, the Company shall hold 100.00% equity shareholding and controlling interest in Code Brew W.L.L.

## Strategic Expansion Through Acquisition

The proposed acquisition of Code Brew, Inc. (USA), Code Brew Labs FZCO (UAE) and Code Brew W.L.L. (Bahrain) through issuance of equity shares on a preferential basis is aligned with Olatech Solutions Limited's long-term strategy of building a global digital infrastructure, AI and enterprise technology solutions platform. The acquisition provides immediate access to international markets across North America, Middle East and EMEA regions and strengthens the Company's global presence.

The acquisition complements Olatech's existing expertise in OSS-BSS, data centre infrastructure management, network monitoring and enterprise software solutions by adding advanced capabilities in Artificial Intelligence, blockchain, cloud-native applications and digital product engineering. This combination enables the Company to offer end-to-end digital transformation solutions to enterprises, telecom operators, governments and data centre service providers across multiple geographies.

The transaction is structured as a share swap, resulting in no cash outflow and preserving the Company's liquidity while strengthening its balance sheet. It aligns the long-term interests of the Proposed Allottees with the Company and is expected to enhance revenue diversification, technological depth and long-term shareholder value. The Board believes that the acquisition is fair, reasonable and in the best interest of the Company and its shareholders.

The two years financial performance of Code Brew, Inc. (USA), Code Brew Labs FZCO (UAE) and Code Brew W.L.L. (Bahrain) as mentioned below:

(In Rupees Lacs)			
Particulars	Code Brew W.L.L. (Bahrain)	Code Brew Labs FZCO (UAE)	Code Brew, Inc. (USA)
<b>Turnover</b>			
<b>2024-25</b>	617.18	634.80	1629.92
<b>2023-24</b>	-	487.63	2044.40
<b>PAT</b>			
<b>2024-25</b>	542.64	80.99	(6.90)
<b>2023-24</b>	-	286.30	(10.45)

## Details of the Proposed Allottees

Details of the Proposed Allottees							
Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped		No. of Equity Shares to Issue and Allot of Olatech Solutions Limited against swapping	Swap Ratio	Current Status / Category	Proposed Status / Category
		Name of Entity	No. of shares				
1	Aseem Satish Kumar	Code Brew W.L.L.	300	1,98,803	1:662.67667	Non-Promoter	Non-Promoter
		Code Brew Inc	50,00,000	85,413	1:0.017083		
		Code Brew Labs FZCO	1	1,06,412	1:106412		
2	Pargatjot Singh	Code Brew Inc	50,00,000	85,413	1:0.017083	Non-Promoter	Non-Promoter
		Code Brew Labs FZCO	1	1,06,412	1:106412		
Total				5,82,453			

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations “) are as follows:**

**1. Objects of the Preferential Issue:**

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Companies by acquiring 300 Shares of face value of 2 BHD (Bahrain Dinar) each representing 40.00% shareholding of the Code Brew W.L.L. (“Target Company”), 1,00,00,000 Shares of face value of 0.00001\$ (United States Dollar) each representing 100.00% shareholding of the Code Brew, Inc. (“Target Company”) and 2 Shares of face value of 1000 AED (United Arab Emirates Dirham ) each representing 100.00% shareholding of the Code Brew Labs FZCO (“Target Company”) of the Target Companies from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

**2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 5,82,453 (Five Lacs Eighty Two Thousand Four Hundred Fifty Three) Equity Shares of Rs. 10/- (Rupees Ten Only) at a price of Rs. 451/- (Rupees Four Hundred Fifty One Only) per Equity Share on a preferential basis.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are listed on BSE Limited (SME Platform). The Equity Shares of the Company is frequently traded, the price is determined pursuant to Regulation 164(1) and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is December 09, 2025. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 451/- (Rupees Four Hundred Fifty One Only) per Equity Share (face value Rs. 10/- and premium Rs. 441/-) which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164(1) and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link [www.olatechs.com](http://www.olatechs.com).

**4. Name and Address of Valuer who performed Valuation:**

Mr. Abhinav Rajvanshi (FCA) Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/11765 Address: RAJVANSHI & ASSOCIATES, H 15 Chitrangan Marg C Scheme, Jaipur, Rajasthan, India, 302001 Email: [valuation@rajvanshica.com](mailto:valuation@rajvanshica.com) Mobile: +91 9509777241 As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164(1) and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link [www.olatechs.com](http://www.olatechs.com).

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

**6. Principal terms of Assets charged as securities:**

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 451/- (Rupees Four Hundred Fifty-One Only) per Equity Share (at premium of Rs. 441/- each) total aggregating to not exceeding Rs. 26,26,86,303/- (Rupees Twenty Six Crores Twenty Six Lacs Eighty Six Thousand Three Hundred Three Only) towards the full payment of total consideration payable by the Company for the acquisition of the 300 Shares of face value of 2 BHD (Bahrain Dinar) each representing 40.00% shareholding of the Code Brew W.L.L. ("Target Company"), 1,00,00,000 Shares of face value of 0.00001\$ (United States Dollar) each representing 100.00% shareholding of the Code Brew, Inc. ("Target Company") and 2 Shares of face value of 1000 AED (United Arab Emirates Dirham ) each representing 100.00% shareholding of the Code Brew Labs FZCO ("Target Company").

The Equity Shares being issued shall be *pari-passu* with the existing Equity Shares of the Company.

**7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

Sr. No.	Category	Pre-issue		Post Issue (without Warrants consider)		Post Issue (with Warrants Consider)*	
		No. of shares held	%	No. of shares held	%	No. of shares held	%
<b>A</b>	<b>Promoters Holding</b>						
1	Indian						
	Individuals	27,91,280	62.72	27,91,280	55.46	27,91,280	46.47
	Bodies Corporate	0	0.00	0	0.00	0	0.00
	<b>Sub Total</b>	<b>27,91,280</b>	<b>62.72</b>	<b>27,91,280</b>	<b>55.46</b>	<b>27,91,280</b>	<b>46.47</b>
2	Foreign Promoters	0	0.00	0	0.00	0	0.00
	<b>Sub Total (A)</b>	<b>27,91,280</b>	<b>62.72</b>	<b>27,91,280</b>	<b>55.46</b>	<b>27,91,280</b>	<b>46.47</b>
<b>B</b>	<b>Non-promoters' holding</b>						
1	Institutional investors						
2	Non-institution						
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	9,28,700	20.87	9,28,700	18.45	9,28,700	15.46
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	6,23,270	14.00	12,05,723	23.96	21,79,723	36.29
	Non Resident Indians (NRIs)	69,375	1.56	69,375	1.38	69,375	1.15
	Bodies Corporate	22,200	0.50	22,200	0.44	22,200	0.37

	Directors and relatives	0	0.00	0	0.00	0	0.00
	others (including HUF, Firm, etc.)	15,725	0.35	15,725	0.31	15,725	0.26
	<b>Sub Total (B)</b>	<b>16,59,270</b>	<b>37.28</b>	<b>22,41,723</b>	<b>44.54</b>	<b>32,15,723</b>	<b>53.53</b>
	<b>Grand Total</b>	<b>44,50,550</b>	<b>100.00</b>	<b>50,33,003</b>	<b>100.00</b>	<b>60,07,003</b>	<b>100.00</b>

*\*Note: The Company has allotted 9,74,000 warrants on November 25, 2024, which have not yet been converted into equity shares as of the date of this notice. However, for the purposes of the above post-issue shareholding with warrant consideration, it has been assumed that all such warrants are fully converted into equity shares. Consequently, the post-conversion share capital and shareholding percentages have been calculated on a fully diluted basis.*

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

The proposed preferential issue is not resulting change in control of the Company.

**11. No. 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 preferential allotment during the year.

**12. Valuation for consideration other than cash:**

The valuation of the same is based on the independent valuation report dated December 08, 2025, received from by Mr. Abhinav Rajvanshi (FCA) Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/11765 Address: RAJVANSHI & ASSOCIATES, H 15 Chitrangan Marg C Scheme, Jaipur, Rajasthan, India, 302001 Email: valuation@rajvanshica.com Mobile: +91 9509777241 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations 2018 can also be accessed on the company website on the following link [www.olatechs.com](http://www.olatechs.com).

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Companies by acquiring 300 Shares of face value of 2 BHD (Bahrain Dinar) each representing 40.00% shareholding of the Code Brew W.L.L. ("Target Company"), 1,00,00,000 Shares of face value of 0.00001\$ (United States Dollar) each representing 100.00% shareholding of the Code Brew, Inc. ("Target Company") and 2 Shares of face value of 1000 AED (United Arab Emirates Dirham ) each representing 100.00% shareholding of the Code Brew Labs FZCO ("Target Company") of the Target Companies from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

**14. Lock-in:**

The Equity Shares to be allotted pursuant to the preferential issue, including the equity shares held by the Proposed Allottees prior to the preferential allotment, shall be subject to the applicable lock-in and transfer restrictions in accordance with Regulations 167 and 168 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.



The Equity Shares proposed to be issued and allotted on a preferential basis shall be locked-in for such period as prescribed under Chapter V of the SEBI ICDR Regulations (“ICDR Lock-in”).

In addition to the statutory lock-in under the SEBI ICDR Regulations, the Company and the Proposed Allottees have mutually agreed to additional contractual lock-in, which shall be applicable only after expiry of the ICDR Lock-in, and shall be as under:

No. of Equity shares	Period of Lock-in
2,91,226	6 months from the date of Trading approval
1,16,490	12 months from the date of Trading approval
1,16,490	24 months from the date of Trading approval
58,247	36 months from the date of Trading approval

The aforesaid additional lock-in is purely contractual in nature and is over and above the lock-in prescribed under SEBI ICDR Regulations. Any modification to such additional lock-in shall be subject to applicable SEBI Regulations and approval of the Stock Exchange(s), wherever required, and shall not be effective without such approvals.

**15. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

**16. Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Nikunj Kanabar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company’s website and is accessible at link [www.olatechs.com](http://www.olatechs.com).

**17. Undertakings:**

The Company hereby undertakes that:

- i. Since the Company’s equity shares are listed on BSE Limited (SME Platform) for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**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 hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Sr. No .	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding (without Warrants Consider)		Post issue Shareholding (with Warrants Consider)*	Post issue Category
				No of shares	%		No of shares	% of the post Capital	% of the post Capital	
1.	Aseem Satish Kumar	Non-Promoter	Not Applicable	0	0.00	3,90,628	3,90,628	7.76	6.50	Non-Promoter
2.	Pargatjot Singh	Non-Promoter	Not Applicable	0	0.00	1,91,825	1,91,825	3.81	3.19	Non-Promoter
<b>Total</b>				<b>0</b>	<b>0.00</b>	<b>5,82,453</b>	<b>5,82,453</b>	<b>11.57</b>	<b>9.70</b>	

*\*Note: The Company has allotted 9,74,000 warrants on November 25, 2024, which have not yet been converted into equity shares as of the date of this notice. However, for the purposes of the above post-issue shareholding with warrant consideration, it has been assumed that all such warrants are fully converted into equity shares. Consequently, the post-conversion share capital and shareholding percentages have been calculated on a fully diluted basis.*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

**By order of the Board of Directors  
For Olatech Solutions Limited**

**Sd/-**

**Place: Navi Mumbai  
Date: December 08, 2025**

**Amit Kumar Singh  
Managing Director**

**Registered Office:**  
Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire,  
Millennium Business Park,  
Thane-Belapur Road, Mahape,  
Navi Mumbai – 400 710  
**CIN: L42909MH2014PLC251672**



**OLATECH SOLUTIONS LIMITED**

**CIN:** L42909MH2014PLC251672

**Registered Office:** Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road  
Mahape, Raigarh, Navi Mumbai - 400710

**Email:** [info@olatechs.com](mailto:info@olatechs.com) **Website:** [www.olatechs.com](http://www.olatechs.com) **Contract:** +91-22- 27780129

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**Form No. MGT-11**

**Proxy Form**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN:** L42909MH2014PLC251672

**Name of the Company:** OLATECH SOLUTIONS LIMITED

**Registered Office:** Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road  
Mahape, Raigarh, Navi Mumbai, Maharashtra, India, 400710.

**E-mail Id:** [info@olatechs.com](mailto:info@olatechs.com)

**Folio No./Client Id:**

**DP. Id:**

I/We, being the Member(s) of..... Shares of the above-named Company, hereby appoint

1.

Name: .....

Address:

E-mail Id:

Signature ....., or failing him

2.

Name: .....

Address:

E-mail Id:

Signature ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, January 08, 2026, at the Registered office of the Company situated at Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710, Raigarh, Maharashtra, India at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. Increase in Authorised Share Capital and consequent alteration of Memorandum of Association.
2. Issuance of Equity Shares to the Non-Promoter categories of persons, on a preferential basis.

**Signed this ..... day of 2026**

**Signature of shareholder/Signature of Proxy holders(s)**

**Notes:**

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
- 7) This is optional please put a tick mark ( ) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.
- 8) An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
- 9) An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- 10) The Proxy-holder should prove his identity at the time of attending the meeting.
- 11) An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
- 12) A proxy form which does not state the name of the Proxy should not be considered valid.
- 13) If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
- 14) If a Company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
- 15) If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
- 16) A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- 17) A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
- 18) Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
- 19) Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

**OLATECH SOLUTIONS LIMITED****CIN:** L42909MH2014PLC251672**Registered Office:** Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road  
Mahape, Raigarh, Navi Mumbai - 400710**Email:** [info@olatechs.com](mailto:info@olatechs.com) **Website:** [www.olatechs.com](http://www.olatechs.com) **Contract:** +91-22- 27780129**BALLOT FORM**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]  
Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Ordinary Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Thursday, January 08, 2026, at the Registered office of the Company situated at Office No. 310, 3<sup>rd</sup> Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710, Raigarh, Maharashtra, India at 03:00 P.M. by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr · N o.	Resolution	No. of shares held	(FOR)	(AGAINST)
			I / We assent to the resolution	I / We dissent from the resolution
Special Business				
1.	Increase in Authorised Share Capital and consequent alteration of Memorandum of Association.			
2.	Issuance of Equity Shares to the Non-Promoter categories of persons, on a preferential basis.			

Place:

Date:

Signature of Shareholder/Authorized Representative

Note: Please read the instructions given below carefully before exercising your vote.

## **INSTRUCTIONS**

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.olatechs.com](http://www.olatechs.com) within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.

## ATTENDANCE SLIP

To be surrendered at the time of entry

Folio No. / Client ID: .....

No. of Shares: .....

Name of Member/Proxy: .....

I hereby record my presence at the Extra-ordinary General Meeting of the Company on Thursday, January 08, 2026, at the Registered office of the company situated at Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710, Raigarh, Maharashtra, India at 03:00 P.M.

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Member's/Proxy's Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the Extra-Ordinary General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.

## ROUTE MAP

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF OLATECH SOLUTIONS LIMITED WILL BE HELD ON THURSDAY, JANUARY 08, 2026 AT 03:00 P.M. AT

**OFFICE NO. 310, 3RD FLOOR, RUPA SOLITAIRE, MILLENNIUM BUSINESS PARK, THANE-BELAPUR ROAD, MAHAPE, NAVI MUMBAI – 400 710, RAIGARH, MAHARASHTRA, INDIA.**

