

January 28, 2026

Listing Department,  
**BSE Limited**  
P.J. Towers,  
Dalal Street  
Mumbai-400001

**Scrip Code: 544094**

Dear Sir / Madam,

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations, we hereby enclose a copy of Notice of Postal Ballot along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with Listing Regulations, which is forming part of the Notice, ('Postal Ballot Notice') for seeking approval of the Members of the Company.

The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date. The instructions for remote e voting are provided in the Notes to Postal Ballot Notice and the results of the Postal Ballot along with the Scrutinizer's report shall be announced on or before Friday, February 6, 2026. The Postal Ballot Notice is also being made available on the website of the Company at [www.euphoriainfotech.com](http://www.euphoriainfotech.com).

Kindly take the above information on records and disseminate.

Thanking You

Yours Faithfully  
**For Euphoria Infotech (India) Limited**

**PRIYABRATA SEAL**  
Digitally signed by  
PRIYABRATA SEAL  
Date: 2026.01.28  
13:36:36 +05'30'

**Priyabrata Seal**  
**Whole-time Director**  
**DIN: 07449685**



CIN: L92200WB2001PLC093236  
Registered Office: Unit 16, 13 th Floor, Tower 1, EM 3,  
Bengal Eco Intelligent Park,  
Sector V, Salt lake City, Kolkata , Pin 700091  
Ph: + 91 33 4602 1034  
Email: [info@euphoriainfotech.com](mailto:info@euphoriainfotech.com)  
Website: [www.euphoriainfotech.com](http://www.euphoriainfotech.com)

## POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

**To**  
**The Members**  
**Euphoria Infotech (India) Limited**

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **Euphoria Infotech (India) Limited** (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 11/2022, 09/2023, 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and latest General Circular dated September 22, 2025, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI / HO / CFD/ CFDPoD-2 / CMD1 / CIR / P / 2020 / 79, SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 and SEBI / HODDHS / P / CIR / 2022 / 0063 / 2024 / 133, SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated, May 12, 2020, January 15, 2021, May 13, 2022, December 28, 2022, October 7, 2023 and October 3, 2024 (“SEBI Circular”) respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to this Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system as provided by NSDL. The Postal Ballot Notice is available on Company's website at <https://www.euphoriainfotech.com/> , Stock Exchange's website at [www.bseindia.com](http://www.bseindia.com) and on the website of the e-voting platform NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The instructions for remote e-voting are provided in the Notes to this Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-voting process not later than 5:00 p.m. (IST) on Wednesday, February 4, 2026. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Director at their meeting held on January 2, 2026 has appointed CS Md. Shahnawaz, proprietor of M/s M Shahnawaz & Associates (ACS: 21427 & COP No. 15076), as Scrutinizer, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

### **SPECIAL BUSINESS**

1. Re appointment of Mr. Priyabrata Seal (DIN: 07449685), as Wholetime Director of the Company and revision in his remuneration payable to him.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of NRC (Nomination and Recommendation Committee), the approval of the members be and is hereby accorded for the appointment of Mr. Priyabrata Seal (DIN: 07449685) as a Whole-time Director, for a period of 3 (three) years with effect from January 12, 2026, on the terms and conditions including revision in remuneration as set out below with liberty to the Board of Directors to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and that he shall be liable to retire by rotation;

A. **BASIC SALARY:** Rs.86,850/- per month ( in a pay scale of Rs.75,000 pm – Rs.1,50,000 pm)

B. **PERQUISITES:**

Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.

**RESOLVE FURTHER THAT** the above revised remuneration as approved, shall be payable to Priyabrata Seal w.e.f. May 1, 2025.

**RESOLVED FURTHER THAT** the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Priyabrata Seal.

**RESOLVED FURTHER THAT** during the tenure of Mr. Priyabrata Seal, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Re appointment of Mr. Shamba Bhanja (DIN: 01546020) as Managing Director of the Company and revision in his remuneration payable to him.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of NRC (Nomination and Recommendation Committee), the approval of the members be and is hereby accorded for the appointment of Mr. Shamba Bhanja (DIN: 01546020) as Managing Director, for a period of 3 (three) years with effect from January 12, 2026, on the terms and conditions including revision in remuneration as set out below with liberty to the Board of Directors to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and that he shall be liable to retire by rotation;

A. **BASIC SALARY:** Rs.1,04,100/- per month ( in pay scale of Rs.85,000 pm - Rs.1,75,000pm)

B. **PERQUISITES:**

Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.

**RESOLVE FURTHER THAT** the above revised remuneration as approved, shall be payable to Shamba Bhanja w.e.f. May 1, 2025.

**RESOLVED FURTHER THAT** the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Shamba Bhanja.

**RESOLVED FURTHER THAT** during the tenure of Mr. Shamba Bhanja, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

January 2, 2026

**Registered Office:**

Euphoria Infotech (India) Limited  
Bengal Eco Intelligent Park, Building, Tower I,  
EM-3, Unit 16, 13th Floor, Sector V, Salt  
Lake City, Kolkata 700091 West Bengal.  
Tel: +91 33 4602 1034  
Email : [cs@euphorianfotech.com](mailto:cs@euphorianfotech.com)  
Website: [www.euphorianfotech.com](http://www.euphorianfotech.com)  
CIN: L92200WB2001PLC093236

By order of the Board

**For Euphoria Infotech (India) Limited**

**Priyabrata Seal**  
**Whole-Time Director**  
**DIN: 07449685**

**NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on Friday, December 26, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Company has engaged the services of NSDL as the agency to provide e-voting facility.
4. This Postal Ballot Notice will also be available on the Company’s website at [www.euphoriainfotech.com](http://www.euphoriainfotech.com), websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.euphoriainfotech.com](http://www.euphoriainfotech.com)) duly filled and signed along with requisite supporting documents to MAS Services Limited at T-34 2nd Floor Okhla Industrial Area Phase II New Delhi 110020.
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. **The e-voting period commences at 9:00 a.m. (IST) on Tuesday, January 6, 2026 and ends at 5:00 p.m. (IST) on Wednesday, February 4, 2026.**  
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled upon expiry of the aforesaid period.
10. Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed **CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076)**, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.
11. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Friday, February 6, 2026 and will be displayed on the Company’s website at

[www.euphorianfotech.com](http://www.euphorianfotech.com). The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, February 4, 2026.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to [investor@masserv.com](mailto:investor@masserv.com) mentioning his / her / its folio number / DP ID and Client ID.

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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 or joining virtual meeting &amp; voting during the meeting.</li><li>2. 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 or joining virtual meeting &amp; voting during the meeting.</li></ol>

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

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cDSLindia.com](http://www.cDSLindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cDSLindia.com](http://www.cDSLindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cDSLindia.com](http://www.cDSLindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able

	to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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.co.in">evoting@nsdl.co.in</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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 and join General Meeting on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [msassociates16@gmail.com](mailto:msassociates16@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 Amit Vishal 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 [cs@euphorianfotech.com](mailto:cs@euphorianfotech.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@euphorianfotech.com](mailto:cs@euphorianfotech.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**ITEM NO. 1**

Mr. Priyabrata Seal, aged 49 years is presently designated as Wholetime Director of the Company is associated with the Company since 2016. He is a holds a Masters degree in Multimedia Development from University of Jadavpur. He is having about 20 years of experience in the areas of project management, system architecture and account management. He plays a key role in the execution of projects and day to day operations.

The tenure of Mr. Priyabrata Seal as Wholetime Director of the Company shall expire on January 11, 2026.

In appreciation of contributions of Mr. Priyabrata Seal, the Board of Directors of the Company has proposed to re-appoint him as Wholetime Director of the Company for a further period of 3 (three) years from January 12, 2026 to January 11, 2029. Further the Board has also recommended to revise the remuneration payable to him w.e.f May 2025. The arrears, if any, shall be paid to him upon receiving the approval from shareholders of the Company through Postal Ballot.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of appointment shall be placed for the approval of the members. The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 7 (SS-2) issued by the Institute of Company Secretaries of India relating Mr. Priyabrata Seal has been provided in a separate section of this Notice.

Mr. Priyabrata Seal satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The members are informed that the aggregate of the remuneration, as stated in the resolution, are payable to Mr. Priyabrata Seal, as minimum remuneration, in case the Company's profits are inadequate in any financial year during currency of the term of Mr. Priyabrata Seal. Further, the Board may alter, modified or varied the terms and conditions including the remuneration as approved hereby, in such manner as may be agreed to between the Board and Mr. Priyabrata Seal, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013

Details of Mr. Priyabrata Seal pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Priyabrata Seal is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

## **ITEM NO. 2**

Mr. Shamba Bhanja, aged 54 years is presently designated as Managing Director of the Company is associated with the Company since 2001. He is guiding force for our Company to establish and attain business objectives since the inception of our Company. The experience of Mr. Shamba Bhanja is helping the Company to streamline, optimize, develop and mentor the team to ensure quality and pride in outcome. He has expertise in a diverse range of technology within multiple industry settings which have enabled our Company to explore both current and future opportunities.

The tenure of Mr. Shamba Bhanja as Managing Director of the Company shall expire on January 11, 2026.

In appreciation of contributions of Mr. Shamba Bhanja, Managing Director, the Board of Directors of the Company has proposed to re-appoint him as Managing Director of the Company for a further period of 3 (three) years from January 12, 2026 to January 11, 2029. Further the Board has also recommended to revise the remuneration payable to him w.e.f May 2025. The arrears, if any, shall be paid to him upon receiving the approval from shareholders of the Company through Postal Ballot.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of appointment shall be placed for the approval of the members. The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 7 (SS-2) issued by the Institute of Company Secretaries of India relating Mr. Shamba Bhanja has been provided in a separate section of this Notice.

Mr. Shamba Bhanja satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The members are informed that the aggregate of the remuneration, as stated in the resolution, are payable to Mr. Shamba Bhanja, as minimum remuneration, in case the Company's profits are inadequate in any financial year during currency of the term of Mr. Shamba Bhanja. Further, the Board may alter, modified or varied the terms and conditions including the remuneration as approved hereby, in such

manner as may be agreed to between the Board and Mr. Shamba Bhanja, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013

Details of Mr. Shamba Bhanja pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Shamba Bhanja is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

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**STATEMENT OF PARTICULARS**  
**(PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013)**

**STATEMENT PURSUANT TO THE PROVISIONS OF PART II SECTION II (B)(iv) OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT TO ITEM NOS. 1 AND 2 OF THE NOTICE**

**I. General Information:**

1. Nature of Industry: Software and IT Industry
2. Date or expected date of commencement of commercial production: The Company is in operation since 2001.
3. In case of new companies, expected date of commencement of activities as per project approval by financial institution appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

(Rs. In Lacs)

Sl. No.	Particulars	2024-2025	2023-2024	2022-2023
1.	Turnover	1332.75	602.64	737.56
2.	Profit/(Loss)before tax	247.84	123.71	175.92
3.	Net Profit/(Loss) after tax	177.56	91.97	129.69
4.	Paid-up share capital	290.19	290.19	194.19
5.	Reserves & Surplus	1349.48	1171.93	215.96

5. Foreign Investments or collaborations, if any-

(Rs. In Lacs)

Particulars	2024-2025	2023-2024	2022-2023
Foreign Exchange Earning	NIL	NIL	NIL
Foreign Exchange Outgo	NIL	NIL	NIL

Foreign Collaboration: None

**II. Information about the appointees:**

- 1) Background details:

**Mr. Shamba Bhanja**

Mr. Shamba Bhanja, aged 54 years, is the Managing Director of our Company. Mr. Bhanja is a Promoter Director of the Company. Mr. Bhanja holds a Master degree in Science. He has vast knowledge and

experience in the field on software and IT for over 22 years. Presently, he supervises the operational management of the Company. He has played a key role in growth and development of the Company.

#### **Mr. Priyabrata Seal**

Mr. Priyabrata Seal, aged 50 years, is a Wholetime Director of our Company. He is a Software Engineer (IT). He has an experience of more than 20 years working in different industries. He manages the entire develop, process and install software activities of our Company. He was appointed as Director of our Company from March 2, 2016.

#### **2) Remuneration proposed:**

As stated in the proposed Special Resolutions at Item Nos. 1 and 2 in the Notice.

- 3) The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of Mr. Shamba Bhanja, Managing Director, and Mr. Priyabrata Seal, Whole-time Director.
- 4) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Mr. Shamba Bhanja holds 9,66,415 (33.30%) equity shares.

Mr. Priyabrata Seal holds 5,000 (0.17%) equity shares.

### **III. Other Information**

#### **1. Reason of Loss or inadequate profit:**

The company is regularly making profit. Our Company is in IT and ITes undertaking automation work. The size of the Company is small considering the undertaking.

2. Step taken or proposed to be taken for improvement: Since their last appointment, the revenue of the company has grown from Rs 602.64 lakhs in FY 2024 to Rs 1332.75 lakhs in FY 2025. The company is has the preferred choice for WEBEL for implementation of IT infrastructure in goverment institutional organisation. Accordingly, the Company is taking significant step to enhance its clients and tap private sector. The increase in own production and reduction in job work for others will result in increase in profitability.
3. Expected increase in productivity and profits in measurable terms: The increase in sales volume are showing signs of Company's growth and expansion. We, therefore, are reasonably confident of achieving the better profit in comparison with the previous years.

January 2, 2026

#### **Registered Office:**

Euphoria Infotech (India) Limited  
Bengal Eco Intelligent Park, Building, Tower I,  
EM-3, Unit 16, 13th Floor, Sector V, Salt  
Lake City, Kolkata 700091 West Bengal.  
Tel: +91 33 4602 1034  
Email : [cs@euphoriainfotech.com](mailto:cs@euphoriainfotech.com)  
Website: [www.euphoriainfotech.com](http://www.euphoriainfotech.com)  
CIN: L92200WB2001PLC093236

By order of the Board

**For Euphoria Infotech (India) Limited**

**Priyabrata Seal**

**Whole-Time Director**

**DIN: 07449685**

**Details required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be Appointed/re-appointed and their Brief Resume have been provided under the Explanatory Statements annexed to this Notice. The other Information/Disclosure in compliance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India has been provided herein below:**

Name	Priyabrata Seal	Shamba Bhanja
<b>DIN</b>	07449685	01546020
<b>Brief Resume</b>	As detailed in Explanatory Statement above for Item 01 of the Notice.	As detailed in Explanatory Statement above for Item 02 of the Notice.
<b>Category of Director</b>	Whole-Time Director	Managing Director
<b>Date of Birth (Age in Years)</b>	August 19, 1976 (49)	October 2, 1971 (54)
<b>Date of Appointment on the Board</b>	March 02, 2016	May 28, 2001
<b>Qualification</b>	Masters in Multimedia Development	He holds a Master degree in Science from the University of Calcutta
<b>Experience and Expertise</b>	He is a holds a Master's degree in Multimedia Development from University of Jadavpur. He is having about 24 years of experience in the areas of project management, system architecture and account management. He plays a key role in the execution of projects and day to day operations.	He has extensive knowledge and experience in the field on software, IT and ITes of over two decades. He has expertise in the domain of telecom, education, government services, Internet of Things (IoT), Transport Management, Production and Supply Chain Management.
<b>Terms and conditions of appointment/ re-appointment along with details of Remuneration details (Including Sitting Fees &amp; Commission) and last remuneration drawn</b>	Being liable to retire by rotation - Last Drawn remuneration: Rs. 1,10,000/- per month	Being liable to retire by rotation - Last Drawn remuneration: Rs 1,37,500/- per month
<b>Chairmanship/Membership of Committees of the Company</b>	Nil	Member in Audit Committee
<b>Directorships held in other Companies</b>	Nil	Nil
<b>Relationships with Director, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
<b>Number of Shares held in the Company as on 31 March, 2025</b>	5000	9,66,415

January 2, 2026

**Registered Office:**

Euphoria Infotech (India) Limited  
Bengal Eco Intelligent Park, Building, Tower I,  
EM-3, Unit 16, 13th Floor, Sector V, Salt  
Lake City, Kolkata 700091 West Bengal.  
Tel: +91 33 4602 1034  
Email : cs@euphoriainfotech.com  
Website: [www.euphoriainfotech.com](http://www.euphoriainfotech.com)  
CIN: L92200WB2001PLC093236

By order of the Board

**For Euphoria Infotech (India) Limited**

**Priyabrata Seal**

**Whole-Time Director**

**DIN: 07449685**