

**December 29, 2025**

**To,  
The Manager (Listing)  
BSE Limited  
Floor 25, P J Tower,  
Dalal Street, Mumbai – 400001**

**Scrip Code: 505725**

Dear Sir/Madam,

**Subject: Submission of Postal Ballot Notice**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed a copy of the Postal Ballot Notice dated **December 23, 2025**, together with the Explanatory Statement, seeking approval of the Members on the Resolution.

The e-Voting will commence on **Tuesday, December 30, 2025 (9:00 A.M. IST)** and will end on **Wednesday, January 28, 2026 (5:00 P.M. IST)**.

The Cut-off date, for ascertaining the list of shareholders to whom the notice of postal ballot (e-Voting) being sent and for reckoning voting rights, is **Friday, December 26, 2025**.

The Postal Ballot Notice will also be available on the Company's website at [www.algoquantfintech.com](http://www.algoquantfintech.com).

This is for your information and records.

Thanking You,

Yours faithfully,

**For Algoquant Fintech Limited**

**Krishna Kumar Yadav**  
***Company Secretary & Compliance Officer***



## **ALGOQUANT FINTECH LIMITED**

**Regd. Office:** Unit No.- 503 A-B, 504 A-B, 5th Floor, Tower A WTC Block No. 51, Road 5E, Zone-5, Gift City, Gandhinagar, Gujarat, 382050, India

**Ph:** +91-9910032394, **E-mail:** investors@algoquantfintech.com

**Website:** www.algoquantfintech.com, **CIN:** L74110GJ1962PLC136701

### **POSTAL BALLOT NOTICE**

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

#### **TO THE MEMBERS OF ALGOQUANT FINTECH LIMITED**

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) (the "Rules"), the General Circulars, issued by the Ministry of Corporate Affairs (the "MCA Circulars") bearing No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023, No. 09/2024 and No. 03/2025 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively (collectively the "MCA Circulars"), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Revised Secretarial Standard on General Meetings ("SS-2") issued by the ICSI and the rules, circulars, clarifications and notifications thereunder, seeking approval of the Members of Algoquant Fintech Limited (the "Company") for the resolutions set out hereinafter (being business other than items of ordinary business or such business where certain persons have a right to be heard) by means of through Postal Ballot, only through remote e-Voting (Voting through electronic means). Statement pursuant to Section 102 of the Act pertaining to the said resolutions is annexed.

The MCA has clarified that for companies that are required to provide remote e-Voting facility under the Act while transacting any business only by postal ballot, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable *mutatis-mutandis*. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company (the "Board") has appointed Mr. Sachin Khurana, of M/s. S. Khurana & Associates, Company Secretaries (Membership No.: FCS-10098 and COP No. - 13212) having its office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi - 110005 as the Scrutinizer for scrutinizing the process of postal ballot (remote e-Voting) in a fair and transparent manner.

Members are requested to carefully read the Notes (including instructions for remote e-Voting) forming part of this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said remote e-Voting facility which will commence on **Tuesday, December 30, 2025 (9:00 A.M. IST)** and will end on **Wednesday, January 28, 2026 (5:00 P.M. IST)**. Members are requested to cast their votes through the remote e-Voting not later than **5:00 P.M. IST on Wednesday, January 28, 2026**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned members. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit his report, on or before **Friday, January 30, 2026, 5:00 P.M. (IST)**, to the Managing Director of the Company or in his absence, to such Director/KMP of the Company, duly authorised in the regard. The results of Postal Ballot shall be declared forthwith on or before **Friday, January 30, 2026, by 5:00 P.M. (IST)** by the Managing Director of the Company or in his absence, by such Director/KMP of the Company, duly authorised in this regard and the results declared will be displayed, along with the Scrutinizer's Report at the Registered Office of the Company in Gujarat and the Corporate Office of the Company in New Delhi at 4/11, 1<sup>st</sup> Floor, Asaf Ali Road, New Delhi – 110002, and will also be uploaded on the website of the Company (www.algoquantfintech.com) and on the e-Voting

website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and will also be simultaneously forwarded to the Stock Exchange i.e. BSE Limited. The resolution as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on **Wednesday, January 28, 2026**, being the last date specified for remote e-Voting.

**SPECIAL BUSINESS:**

**Item No. 1: To re-appoint Mr. Amit Gupta as an Independent Director of the Company**

*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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Amit Gupta (DIN: 07085538), who was appointed as an Independent Director for a term of 5 (five) consecutive years to hold office upto February 8, 2026 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from February 9, 2026 upto February 8, 2031.

**FURTHER RESOLVED THAT** any of the Director or KMP of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

**By order of the Board  
ALGOQUANT FINTECH LIMITED**

Sd/-

**Krishna Kumar Yadav**  
**Company Secretary & Compliance Officer**  
*ICSI Membership No. ACS 75218*

Place: New Delhi  
Dated: December 23, 2025

Registered Office:  
Unit No.- 503 A-B, 504 A-B,  
5th Floor, Tower A WTC Block No. 51,  
Road 5E, Zone-5, Gift City, Gandhinagar,  
Gujarat, 382050, India  
Ph: +91-9910032394  
E-mail: [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com)  
Website: [www.algoquantfintech.com](http://www.algoquantfintech.com),  
CIN: L74110GJ1962PLC136701

## Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder, setting out the material facts and the reasons for the proposed resolution is appended hereto (hereinafter referred to as “the Statement”). The Statement also contains the recommendation (along with rationale) of the Board of Directors of the Company, in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Necessary information of the Director(s) as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is annexed to this Notice. **The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.**
2. In accordance with the Act, read with the rules made thereunder and General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023, No. 09/2024 and No. 03/2025 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively (hereinafter, collectively referred as the “MCA Circulars”), this Postal Ballot Notice is being sent electronically to those members, whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, December 26, 2025**, as received from the Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) and who already have their email addresses registered with the Company / its Registrar and Share Transfer Agent (M/s. MUFG Intime India Private Limited, Plot No. NH-2, C-1 Block, Noble Heights 1st Floor, LSC Near Savitri Market, Janakpuri, New Delhi, 110058) (the “RTA”) / Depositories. The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
3. A copy of this Postal Ballot will also be available on the website of the Company ([www.algoquantfintech.com](http://www.algoquantfintech.com)) and on the e-Voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and shall also be forwarded to Stock Exchange i.e., BSE Limited at ([www.bseindia.com](http://www.bseindia.com)).
4. In compliance with Sections 108 and 110 and other applicable provisions, if any, of the Act read together with the rules made thereunder, the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-Voting service facility arranged by National Securities Depository Limited (“NSDL”). The instructions for e-Voting are provided as part of this Postal Ballot Notice. **The communication of the assent or dissent of the Members would take place through remote e-Voting only.**
5. The Members of the Company whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, December 26, 2025**, as received from the Depositories i.e. NSDL & CDSL (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email addresses with the Company / the RTA / the Depositories), shall only be entitled to vote in relation to the resolution specified in this Postal Ballot Notice. **Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, December 26, 2025 (“cut-off date”). A person who is in receipt of this Notice but was not a member on the cut-off date should treat this Notice for information purpose only.**
6. The remote e-Voting period commences from **Tuesday, December 30, 2025 (9:00 A.M. IST)** and shall ends on **Wednesday, January 28, 2026 (5:00 P.M. IST)**. E-Voting shall be disabled by NSDL at **5:00 P.M. IST on Wednesday, January 28, 2026** and shall not be allowed beyond the said date and time.
7. **MEMBERS CANNOT EXERCISE VOTES BY PROXY ON THE POSTAL BALLOT**

8. The Scrutinizer's decision on the validity of remote e-Voting will be final.
9. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by submitting duly filled-up and signed Form ISR-1 to the Company's RTA, M/s. MUFG Intime India Private, Plot No. NH-2, C-1 Block, Noble Heights 1st Floor, LSC Near Savitri Market, Janakpuri, New Delhi, 110058.
10. Resolution passed by the Members through postal ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email to [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com)
12. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
13. General information and instructions relating to e-Voting are as under:

**The process for remote e-Voting:**

*The steps 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 No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 correctly in their demat account in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on: <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 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.

2. If you are already registered for **IDeAS facility**, user can visit the e-Services website of NSDL viz. [https:// eservices. nsdl.com](https://eservices.nsdl.com) either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “Login” which is available under “**IDeAS**” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider - NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at [https:// eservices.nsdl.com](https://eservices.nsdl.com). Select “Register Online for IDeAS Portal” or click at [https://eservices. nsdl.com/SecureWeb/IdeasDirectReg.jsp](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.
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. Existing users who have opted for Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are [https://web.cdslindia.com/ myeasi/home/login](https://web.cdslindia.com/myeasi/home/login) or [www. cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period.

	<p>Additionally, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers' website directly.</p> <p>3. 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 My Easi Tab and then click on registration option.</p> <p>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 &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members 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 Members 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 call at Toll Free No. 1800-21-09911

***B) Login Method for Members other than Individual Members holding securities in demat mode and Members 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 e-

Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services 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 Members other than Individual Members 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 members whose email ids are not registered.**
    - 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 [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) or [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com).
    - 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 [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.



- 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.
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 resolutions, you will not be allowed to modify your vote.

## **General Guidelines for Members**

- a. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). or upload the same by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
- b. 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.
- c. In case of any queries/grievances (including any technical assistance required with respect to remote e-Voting), 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 Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or may also contact Mr. Krishna Kumar Yadav, Company Secretary, Algoquant Fintech Limited at phone no: +91-9910032394 or at e-mail ID: [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com).

## **Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013**

### **Item No. 1:**

At the 58<sup>th</sup> AGM held on October 27, 2021, Mr. Amit Gupta (DIN: 07085538) was appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from February 9, 2021 upto February 8, 2026.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board"), at its meeting held on November 14, 2025, has recommended the re-appointment of Mr. Amit Gupta as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from February 9, 2026.

Notices under Section 160 of the Companies Act, 2013 (as amended) (the "Act") have been received by the Company from members proposing the candidature of Mr. Amit Gupta as an Independent Director of the Company, not liable to retire by rotation. Further, since this re-appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Amit Gupta to act as a Director of the Company and other statutory disclosures including declaration confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), it is proposed to re-appoint Mr. Amit Gupta as an Independent Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Amit Gupta is not disqualified under Section 164 of the Act. The directorship(s) held by Mr. Amit Gupta are within the limits prescribed under the Act and the Listing Regulations. The said proposal is in compliance with the Nomination and Remuneration Policy of the Company. A summary on profile of Mr. Amit Gupta is attached to this Notice as Annexure – 1.

In the opinion of the Board, Mr. Amit Gupta fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, for his re-appointment as an Independent Director of the Company and he is independent of the management. He has further confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Considering his contributions and time commitment as a member of the Board and its Committees, his knowledge, acumen, qualifications, expertise and experience in the domains of corporate tax, international tax, tax technology and other regulatory matters, the Board is of the opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for a second term of 5 (five) consecutive years from February 9, 2026 upto February 8, 2031.

In the Performance Evaluation, the performance of Mr. Amit Gupta was evaluated and he is effective and efficient on discharging his roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialisation and expertise in the knowledge.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, approval of the shareholders for re-appointment of a person on the Board of Directors is to be taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Therefore, it is proposed to seek the member's approval for the re-appointment of Mr. Amit Gupta as a Non-Executive & Independent Director of the Company, in terms of the applicable provisions of the Act.

The necessary documents relating to his re-appointment (including the letter of appointment to be issued to Mr. Amit Gupta, setting out the terms and conditions of his re-appointment) shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11:00 A.M. to 1:00 P.M. IST on any working day, upto and including the last date of receipt of votes through the e-Voting process. Members desirous of inspecting the same may send their requests at [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) from their registered email addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Amit Gupta being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 1 as contained in the Notice.

Keeping in view his contributions, vast expertise and knowledge, the Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 1 as a Special Resolution, in relation to the re-appointment of Mr. Amit Gupta as an Independent Director, for a second term of 5 (five) consecutive years commencing from February 9, 2026 for the approval of the Members of the Company.

**By order of the Board  
ALGOQUANT FINTECH LIMITED**

Sd/-  
**Krishna Kumar Yadav**  
**Company Secretary & Compliance Officer**  
*ICSI Membership No. ACS 75218*

Place: New Delhi  
Dated: December 23, 2025

Registered Office:  
Unit No.- 503 A-B, 504 A-B,  
5th Floor, Tower A WTC Block No. 51,  
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CIN: L74110GJ1962PLC136701

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

<b>Name, DIN &amp; Category</b>	Mr. Amit Gupta DIN: 07085538 Category: Non-Executive Independent Director
<b>Date of Birth &amp; Age</b>	06/12/1978 & 47 Years
<b>Date of first appointment in board</b>	February 9, 2021
<b>Qualification</b>	Chartered Accountant
<b>Terms and Conditions of appointment or re- appointment</b>	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).  He is re-appointed as Independent Director for a second term of five years effective from February 9, 2026.
<b>Last Drawn Remuneration</b>	The total amount paid as sitting fee during FY2024-25 is Rs. 1,25,000.
<b>No. of Board Meeting attended during the year</b>	6 Board Meeting were held till the date of this Notice and he had attended all the meetings.
<b>Profile / Background Details, Recognition or awards</b>	Mr. Amit Gupta, Non-Executive Independent Director of Algoquant Fintech Limited. He is Fellow Member of Institute of Chartered Accountant of India with over two decades of post-qualification experience in corporate tax, international taxation, tax technology and regulatory matters. He has worked with three of the four large international consulting firms for more than a decade. His experience includes advising on international tax and domestic tax matters, handling complex tax litigations for domestic as well as international corporates, tax due diligences, representing tax matters before the tax authorities and developing and implementing technology solutions in the field of tax. He has significant experience in managing core technology functions, deploying and rolling out programs, Vendor Management, Technology Outsourcing, Multi-location Team Management and Process Consulting. He also has a sound understanding of newer programs in the field of improving corporate credibility and ensures good governance.
<b>Nature of expertise in specific functional areas</b>	International tax and domestic tax matters, handling complex tax litigations for domestic as well as international corporates, tax due diligences, representing tax matters before the tax authorities and developing and implementing technology solutions in the field of tax.
<b>Relationship with other Directors, Manager and other KMP of the Company</b>	He is not related to any of the Directors or Key Managerial Personnel of the Company
<b>Membership/Chairmanship of Committees of the Board of the Company – Algoquant Fintech Limited</b>	Member of: - Stakeholders Relationship Committee  Chairman of: - Audit Committee - Nomination and Remuneration Committee

<b>Directorship in Unlisted Companies (excluding foreign companies)</b>	En Pointe Global Services Private Limited Pei-Genesis Assembly and Distribution Services India Private Limited Ahlers India Private Limited Guidepoint India Global Private Limited
<b>Directorship in other Listed Companies (excluding foreign companies)</b>	None
<b>Membership / Chairmanship of Committees of other Boards</b>	None
<b>Listed Companies from which the appointee Director has resigned in past 3 (three) years</b>	Gourmet Gateway India Limited
<b>No. of shares held in the Company</b>	Nil including as beneficial owner
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	As mentioned in the statement annexed to the Notice
<b>Remuneration sought to be paid</b>	Sitting fees and commission (if any) in accordance with Nomination and Remuneration Policy of the Company

Notes:

1. The above information is as on the date of this Notice.
2. Mr. Amit Gupta is not disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India, any court or any other competent Statutory Authority, to be re-appointed as a Director in any Company.

**By order of the Board**  
**ALGOQUANT FINTECH LIMITED**

Sd/-  
**Krishna Kumar Yadav**  
**Company Secretary & Compliance Officer**  
*ICSI Membership No. ACS 75218*

Place: New Delhi  
Dated: December 23, 2025

Registered Office:  
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Website: www.algoquantfintech.com,  
CIN: L74110GJ1962PLC136701

## CALENDAR OF EVENTS

EVENTS	DAY & DATE
Date of dispatch of Postal Ballot Notice	Monday, December 29, 2025
Date of starting Postal Ballot / E-Voting	Tuesday, December 30, 2025
Date of ending Postal Ballot / E-Voting	Wednesday, January 28, 2026
Expected (latest) date for submission of Scrutinizer Report	Friday, January 30, 2026
Expected date of declaration of results of postal ballot and e-Voting	Friday, January 30, 2026