

**NOTICE TO MEMBERS**

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF P I T SOLUTIONS LIMITED [FORMERLY P I T SOLUTIONS PRIVATE LIMITED] WILL BE HELD AT 12.00 NOON, ON FRIDAY, THE 29TH DAY OF AUGUST, 2025, AT THE REGISTERED OFFICE OF THE COMPANY AT L7 & L8, BASEMENT FLOOR 1, THEJASWINI, TECHNOPARK CAMPUS, KARIAVATTOM, TRIVANDRUM, KERALA, INDIA, 695581, IN HYBRID MODE (THAT IS TO SAY BOTH PHYSICAL AND VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. RE-DESIGNATION OF MR.RAFEEL Koyakkutty Mohammed [DIN: 01369757], DIRECTOR, AS MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, approval of the Shareholders of the Company be and is hereby accorded to re-designate **Mr.Rafeel Koyakkutty Mohammed [DIN: 01369757]** as the Managing Director of the Company for a period of 5 years commencing from 1st August 2025 to 31st July, 2030."

"RESOLVED FURTHER THAT the terms and conditions of the appointment, including remuneration, roles and responsibilities of Mr.Rafeel Koyakkutty Mohammed, be subsequently recommended after constitution of the Nomination and Remuneration Committee, in accordance with applicable laws and thereafter approved by the Board of Directors and Shareholders."

2. RE-DESIGNATION OF MR.BIJU THULASEEDHARAN NAIR PADMAKUMARI, [DIN: 02020491], DIRECTOR AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company approval of the Shareholders of the Company be and is hereby accorded to re-designate **Mr.Biju Thulaseedharan Nair Padmakumari, [DIN: 02020491]** as the Whole Time Director of the Company for a period of 5 years commencing from 1st August, 2025 to 31st July, 2030, on such terms and conditions including remuneration."

"RESOLVED FURTHER THAT the terms and conditions of the appointment, including remuneration, roles and responsibilities of Mr.Biju Thulaseedharan Nair Padmakumari, be subsequently recommended to the Board of Directors after constitution of the Nomination and Remuneration Committee, in accordance with applicable laws and thereafter approved by the Shareholders."



3. APPOINTMENT OF MR.THANDASSERY BALACHANDRAN RAMAKRISHNAN [DIN:01601072] AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and other applicable provisions, rules, regulations, statutes, if any which is applicable to the Company, including any modification or re-enactment thereof, for the time being in force, and Articles of Association of the Company, **Mr.Thandassery Balachandran Ramakrishnan [DIN:01601072]**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from 1st August, 2025, who meets the criteria for independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from 01.08.2025 to 31.07.2030, and he shall not be liable to retire by rotation.”

4. APPOINTMENT OF DR.THIRUNILATH VINAYAKUMAR [DIN:00044594] AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and other applicable provisions, rules, regulations, statutes, if any which is applicable to the Company, including any modification or re-enactment thereof, for the time being in force, and Articles of Association of the Company, **Dr.Thirunilath Vinayakumar [DIN:00044594]**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from 01.08.2025, who meets the criteria for independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from 01.08.2025 to 31.07.2030, and he shall not be liable to retire by rotation.”

5. APPOINTMENT OF MR.RAMAKRISHNAN PRABHAKARAN [DIN:02851981] AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and other applicable provisions, rules, regulations, statutes, if any which is applicable to the Company, including any modification or re-enactment thereof, for the time being in force, and Articles of Association of the Company, **Mr.Ramakrishnan Prabhakaran [DIN:02851981]**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from 01.08.2025, who meets the criteria for independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from 01.08.2025 to 31.07.2030, and he shall not be liable to retire by rotation.”

6. APPOINTMENT OF MR.SURESH THUNDIPARAMBIL NARAYANAN [DIN: 07869073] AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and other applicable provisions, rules, regulations, statutes, if any which is applicable to the Company, including any modification or re-enactment thereof, for the time being in force], and Articles of Association of the Company, **Mr.Suresh Thundiparambil Narayanan [DIN: 07869073]**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from 01.08.2025, who meets the criteria for independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from 01.08.2025 to 31.07.2030, and he shall not be liable to retire by rotation.”

7. APPOINTMENT OF MR.UWE IMRE SERDUELT [DIN: 11025253] AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and other applicable provisions, rules, regulations, statutes, if any which is applicable to the Company, including any modification or re-enactment thereof, for the time being in force, and Articles of Association of the Company, **Mr.Uwe Imre Serduelt [DIN: 11025253]**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from 01.08.2025, who meets the criteria for independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from 01.08.2025 to 31.07.2030, and he shall not be liable to retire by rotation.”

8. ALTERATION OF ARTICLES OF ASSOCIATION 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 the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Articles of Association of the Company be and is hereby altered by inserting Article 92 as reproduced below after Article 91 of the existing Articles of Association of the Company.

Article 92: Matters requiring unanimous consent of the Promoter Directors of the Company:

The following corporate actions shall only be exercised through a proper Meeting of the Board of Directors with unanimous consent of all the Promoter Directors of the Company.

1. Any change in capital structure of the Company, including by way of issuance, repurchase, redemption, buy - back or cancellation any equity securities or equity linked securities and any rights attached thereto or otherwise permitting any change in the class rights for any equity securities or equity linked securities, undertaking any stock splits or stock consolidations, or modifying or adopting any employee stock option plan, except for issuance of any Equity Securities in relation to an IPO;
2. Meeting any capital expenditure of Rs. 25 Crore or more;
3. Making any borrowing in excess of Rs. 50 Cr or more;
4. Making any change in the Board composition of the Company;
5. Declaration and payment of Dividend other than final dividend;

6. Any alterations in the Articles of Association of the Company.

For the purposes of this Article, the following individuals shall be treated as Promoter Directors:

- (a) Mr.Rafeek Koyakkutty Mohammed [DIN: 01369757]
- (b) Mr.Biju Thulaseedharan Nair Padmakumari [DIN: 02020491]
- (c) Mr.Thomaskutty Sebastian [DIN: 03281640]

Notes:

1. Pursuant to the Ministry's General Circular No 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, and General Circular No 11/2022 dated 28.12.2022 and General Circular No 09/2023 dated 25.09.2023 and General Circular No.09/2024 dated 19.09.2024, other circulars issued by the Ministry of Corporate Affairs (MCA), read with FAQs on VC meeting issued by Institute of Company Secretaries of India, permitted the holding of the Extra Ordinary General Meeting (EGM) through the hybrid mode (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Accordingly, this meeting has been scheduled and called through the hybrid mode in Compliance with the provision of Companies Act, 2013 read with above said MCA Circulars.
2. Since this EGM is being held through hybrid mode, a member can either join the meeting virtually or physically. If a Member entitled to attend and vote at this Meeting and willing to join the EGM physically but not able to do so, is entitled to appoint proxy to attend and vote at the EGM instead of himself/ herself on poll and such proxy need not be a Member of the Company. In such cases, the instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours prior to the commencement of the EGM. Blank Proxy Form is enclosed with the Notice as Annexure -I.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.
4. The members have the option to participate in the meeting either in person or through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM). Particulars pertaining to manner and process of log in will be mailed separately.
5. Facility for joining the meeting shall be kept open at least 15 minutes before the scheduled time and shall not be closed till expiry of 15 minutes after scheduled time.
6. The Member's log-in to the Video Conferencing platform shall be considered for record of attendance at the EGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In pursuance of Section 113 of the Companies Act, 2013, Corporate members intending to appoint their authorized representatives to attend and to vote at this EGM are requested to send a certified true copy (PDF Format) of their Board/ Governing Body Resolution/Authorization, etc., to the Company. The said resolution/ authorization can be send to the Company addressing Mr.Viju Ashok, Company Secretary at e-mail: viju.ak@pitsolutions.com.
8. Since, the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members attended via VC Mode are requested to convey their vote by e-mail at viju.ak@pitsolutions.com.



9. The EGM shall be conducted through the Microsoft Teams software platform. Members shall be able to participate in the meeting through the URL mentioned below:
URL: https://teams.microsoft.com/l/meetup-join/19%3ameeting_NDk0NTUwZWYtZTNhNS000TA3LThhNmItY2U3ZTRIM2E4MDQz%40thread.v2/0?context=%7b%22Tid%22%3a%22192a4d7a-44fa-49f4-b052-b8e88940ae49%22%2c%22Oid%22%3a%2224b21a53-ec3f-4ccb-aca9-4a0a2546982b%22%7d
10. Members shall click on the above mentioned URL and enter the Meeting ID 459 516 420 360 and Passcode: iW9jT2DL
11. Members who need assistance in connection with using the technology before or during the EGM, may reach out to the Company Secretary at viju.ak@pitsolutions.com.
12. In compliance with the regulatory provisions, EGM Notice of the Company has been sent electronically only to those shareholders who have registered their e-mail address with their DPs/ RTA/ the Company, as applicable, upto the cut-off date i.e. Wednesday, August 06, 2025. The same is also hosted on the Company's website <https://www.pitsolutions.com>.
13. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No.1 to 8 is annexed herewith, which forms part of the Notice .
14. The route map of the venue of the Meeting is also annexed herewith and which also forms part of the Notice.
15. Members / Proxies are requested to bring the Attendance slip sent herewith duly filled in for attending the Meeting. Members are requested to intimate the Company regarding any change of address. Attendance slip is enclosed as Annexure-II
16. All documents referred to in this Notice and the explanatory statement will be available for inspection by the Members during office hours, upto the day of the Meeting at the registered office of the Company at **L7 & L8, BASEMENT FLOOR 1, THEJASWINI, TECHNOPARK CAMPUS, KARIAVATTOM, TRIVANDRUM, KERALA, INDIA, 695581**

By order of the Board of Directors
For P I T SOLUTIONS LIMITED
(Formerly P I T SOLUTIONS PRIVATE LIMITED)

Place : Trivandrum
Date : 6th August, 2025

VIJU ASHOK
COMPANY SECRETARY
(ACS – 57150)

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

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the “Act”), the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

1. RE-DESIGNATION OF MR.RAFEEL KOYAKKUTTY MOHAMMED [DIN: 01369757] DIRECTOR AS MANAGING DIRECTOR OF THE COMPANY

Members are informed that the status of the Company has been changed from Private Limited Company to Public Limited Company with effect from 19th May, 2025. Pursuant to Section 203 and other applicable provisions of the Companies Act, 2013 mandates the Company appoint any person as Managing Director of the Company as a Key Managerial Personnel of the Company.

Members are further informed that Mr.Rafeel Koyakkutty Mohammed has been serving as Director of the Company since incorporation of the Company and has played a key role in the growth and operations of the business. In recognition of his contributions and to ensure continuity in strategic leadership, the Board of Directors at its meeting held on 1st August, 2025, re-designated Mr.Rafeel Koyakkutty Mohammed, as the Managing Director of the Company for a period of 5 years with effect from 1st August, 2025, pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the appointment of Shareholders of the Company at the General Meeting.

The Members are requested to note that, at present, the Nomination and Remuneration Committee (NRC) has just been constituted and hence, the NRC has not yet made a recommendation on the remuneration, roles, and responsibilities related to the appointment. Accordingly, the proposed resolution only seeks the approval of members for the appointment of Mr.Rafeel Koyakkutty Mohammed as the Managing Director, without finalising the terms and conditions of appointment. The remuneration and detailed terms of appointment, including roles and responsibilities, shall be determined and recommended by the NRC in due course and shall be placed before the Board for their consideration and recommendation and after the recommendation of the Board of Directors the same shall be placed before the Shareholders for their approval. The Company shall comply with applicable provisions of the Companies Act, 2013 and relevant rules at the time of finalizing such terms.

The Board recommends the resolution set out at **Item No. 1** of the accompanying Notice for the approval of the Shareholders as an Ordinary Resolution.

Apart from Mr.Rafeel Koyakkutty Mohammed and his relatives, none of the other Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in passing of this resolution.

2. RE-DESIGNATION OF MR.BIJU THULASEEDHARAN NAIR PADMAKUMARI, [DIN: 02020491], DIRECTOR AS WHOLE TIME DIRECTOR OF THE COMPANY

Members are informed that pursuant to the change of the status of the Company from Private Limited Company to Public Limited Company and in order to align Board structure with the applicable provisions of the Companies Act, 2013 governing public companies, the Board of Directors, at its Meeting held on 1st August, 2025 re-designated Mr.Biju Thulaseedharan Nair Padmakumari, Director, as Whole Time Director of the Company for a term of 5 years with effect from 1st August, 2025, pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the appointment of Shareholders of the Company at the General Meeting.

The Members are requested to note that at present, the Nomination and Remuneration Committee (NRC) has just been constituted and hence, the NRC has not yet made a recommendation on the remuneration, roles, and responsibilities related to the appointment. Accordingly, the proposed resolution only seeks the approval of members for the appointment of Mr.Biju Thulaseedharan Nair Padmakumari as the Whole-time Director, without finalising the terms and conditions of appointment. The remuneration and detailed terms of appointment, including roles and responsibilities, shall be determined and recommended by the NRC in due course and shall be placed before the Board for their consideration and recommendation and after the recommendation of the Board of Directors the same shall be placed before the Shareholders for their approval. The Company shall comply with applicable provisions of the Companies Act, 2013 and relevant rules at the time of finalizing such terms.

The Board recommends the resolution set out at **Item No. 2** of the accompanying Notice for the approval of the shareholders as an Ordinary Resolution.

Apart from Mr.Biju Thulaseedharan Nair Padmakumari and his relatives, none of the other Directors, Key Managerial Personnel (KMP) or their relatives are not any way concerned or interested, financially or otherwise, are interested in passing of this resolution.

3. APPOINTMENT OF MR.THANDASSERY BALACHANDRAN RAMAKRISHNAN [DIN:01601072] AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members are informed that Mr.Thandassery Balachandran Ramakrishnan was appointed as Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from 1st August, 2025, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company.

The Members are further informed that the Company has received a declaration from Mr.Thandassery Balachandran Ramakrishnan confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that he is not disqualified to be appointed as a Director under Section 164 of the Act. In the opinion of the Board, Mr.Thandassery Balachandran Ramakrishnan fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall be appointed by the Shareholders at a General Meeting and shall hold office for a term of up to five consecutive years and shall not be liable to retire by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Mr.Thandassery Balachandran Ramakrishnan as an Independent Director of the Company.

A Brief profile of Mr.Thandassery Balachandran Ramakrishnan is attached as **Annexure I** and other details as required under Secretarial Standards and applicable regulations are detailed below.

Name of Director	:	Mr.Thandassery Balachandran Ramakrishnan
DIN	:	01601072
Age and Date of Birth	:	62 Yrs, 07/05/1963
Qualifications	:	<ul style="list-style-type: none"> • B.Sc. • PGP (Specialization in Portfolio Management Services, Research Analysis, and Investment Advisory) • DCA • NISM Certifications in: <ul style="list-style-type: none"> - Research Analysis



		<ul style="list-style-type: none">- Portfolio Management- Derivatives- Securities Operations & Risk Management• Certified ChatGPT Expert – Blockchain Council• Certified Prompt Engineer – Blockchain Council
Date of appointment on the Board	:	1 st August, 2025
Experience & Expertise	:	Mr. Ramakrishnan T B (Ramki) is a seasoned financial professional with over 33 years of experience in the capital markets. He is a SEBI-registered Research Analyst (Reg. No: INH000010496) and currently serves as the Managing Director & CEO of Sharewealth Securities Ltd, headquartered in Thrissur, Kerala. Sharewealth is also a registered Depository Participant with Central Depository Services (India) Ltd (CDSL).
Remuneration last Drawn	:	Nil
Shareholding in the Company	:	NA
Relationships with other Directors	:	None
Number of Board meeting attended during the year	:	NA
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed and in case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement.	:	Mr. Ramakrishnan is a seasoned financial professional with over 33 years of rich experience in capital markets. He is a SEBI-registered Research Analyst and currently serves as the Managing Director & CEO of Sharewealth Securities Ltd, a reputed financial services company headquartered in Thrissur, Kerala. His extensive expertise spans portfolio management, research analysis, investment advisory, and securities operations, supported by multiple certifications including NISM qualifications and specialized training in blockchain technologies. Mr. Ramakrishnan has also held key leadership positions such as Regional Head at Sharekhan and Director at S I Capital & Financial Services Ltd (a BSE-listed NBFC). He has actively contributed to investor education and financial literacy across India through seminars, media engagements, and authored articles simplifying complex financial concepts.
List of the directorships held in other companies	:	<ol style="list-style-type: none">1. S.I Capital & Financial Services Private Limited – Director2. Sharewealth Securities Limited – Managing Director
Chairman/ Member in the Committees of the Boards of companies in which he is Director	:	Nil

The Board recommends the resolution set out at **Item No. 3** of the accompanying Notice for the approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are not any way concerned or interested, financially or otherwise, in this resolution.

4. APPOINTMENT OF DR.THIRUNILATH VINAYAKUMAR [DIN:00044594] AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members are informed that Dr.Thirunilath Vinayakumar was appointed as Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from 1st August, 2025, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company.

The Members are further informed that the Company has received a declaration from Dr.Thirunilath Vinayakumar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that he is not disqualified to be appointed as a Director under Section 164 of the Act. In the opinion of the Board, Dr.Thirunilath Vinayakumar fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall be appointed by the shareholders at a General Meeting and shall hold office for a term of up to five consecutive years and shall not be liable to retire by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Dr.Thirunilath Vinayakumar as an Independent Director of the Company.

A Brief profile of Dr.Thirunilath Vinayakumar is attached as **Annexure II** and other details as required under Secretarial Standards and applicable regulations are detailed below.

Name of Director	:	Dr.Thirunilath Vinayakumar
DIN	:	00044594
Age and Date of Birth	:	67 Yrs 15/05/1958
Qualifications	:	MBA (Marketing), MPhil Phd (Entrepreneurship)
Date of appointment on the Board	:	1 st August, 2025
Experience & Expertise	:	4 Decades (43 Years) of Expertise in PR, Advertisement, Branding & Marketing
Remuneration last Drawn	:	NA
Shareholding in the Company	:	Nil
Relationships with other Directors	:	None
Number of Board meeting attended during the year	:	NA
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed and in case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement.	:	4 Decades (43 Years) of Expertise in PR, Advertisement, Branding & Marketing
List of the directorships held in other companies	:	1. Max Supreme Textiles Limited – Director (Independent) 2. Sharewealth Securities Limited –Director (Independent) 3. Guide Estates and Properties Private Limited – Managing Director 4. Thirdwave H R and Networks Private Limited - Director



		5. Kings Infra Ventures Limited – Director (Independent)
		6. Moat Financial Services Private Limited – Director (Independent)
Chairman/ Member in the Committees of the Boards of companies in which he is Director	:	1. Kings Infra Ventures Limited Audit Committee - Chairman CSR Committee – Member Stakeholder Relationship Committee - Chairman 2. Sharewealth Securities Limited Nomination and Remuneration Committee- Chairman Audit Committee - Member 3. Max Supreme Textiles Limited Nomination and Remuneration committee - Member

The Board recommends the resolution set out at **Item No. 4** of the accompanying Notice for the approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are not any way concerned or interested, financially or otherwise, in this resolution.

5. APPOINTMENT OF MR.RAMAKRISHNAN PRABHAKARAN [DIN:02851981] AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members are informed that Mr.Ramakrishnan Prabhakaran was appointed as Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from 1st August, 2025, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company.

The Members are further informed that the Company has received a declaration from Mr.Ramakrishnan Prabhakaran confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that he is not disqualified to be appointed as a Director under Section 164 of the Act. In the opinion of the Board, Mr.Ramakrishnan Prabhakaran fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall be appointed by the shareholders at a General Meeting and shall hold office for a term of up to five consecutive years and shall not be liable to retire by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Mr.Ramakrishnan Prabhakaran as an Independent Director of the Company.

A Brief profile of Mr.Ramakrishnan Prabhakaran is attached as **Annexure III** and other details as required under Secretarial Standards and applicable regulations are detailed below.

Name of Director	:	Mr.Ramakrishnan Prabhakaran
DIN	:	02851981
Age and Date of Birth	:	62 Years, 24/05/1963



Qualifications	:	Master of Business Administration (MBA), in General Management through DLP from Madurai Kamaraj University, Dubai center in 1996. <ul style="list-style-type: none">• Bachelor of Engineering (Electrical and Electronics) with Distinction from PSG college of Technology, Coimbatore in 1986.• Diploma in Electrical and Electronics Engineering from PSG Polytechnic in 1981.
Date of appointment on the Board	:	1 st August, 2025
Experience & Expertise	:	P. Ramakrishnan is an accomplished senior real estate professional with over 30 years of extensive experience in strategic business planning, project execution, and operations management across leading organizations such as DLF Limited, Lodha Group, and Sobha Developers. His proven track record of driving large-scale residential and commercial projects, coupled with his expertise in P&L management, risk mitigation, and customer satisfaction, equips him with the necessary skills to provide valuable independent oversight. Additionally, his strong technical background in engineering and MBA in general management, along with multicultural and pan-India experience, enable him to bring a balanced perspective on governance and business growth. Known for his leadership, ethical approach, and ability to deliver results in dynamic environments, Mr. Ramakrishnan meets all criteria of independence and is well-positioned to contribute to the company's strategic direction, enhance stakeholder value, and ensure robust corporate governance.
Remuneration last Drawn	:	NA
Shareholding in the Company	:	31,236 Equity Shares of Rs.10/- each (holding 0.28% equity shares in the company)
Relationships with other Directors	:	None
Number of Board meeting attended during the year	:	NA
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed and in case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement.	:	Mr.P. Ramakrishnan is an accomplished senior real estate professional with over 30 years of extensive experience in strategic business planning, project execution, and operations management across leading organizations such as DLF Limited, Lodha Group, and Sobha Developers. His proven track record of driving large-scale residential and commercial projects, coupled with his expertise in P&L management, risk mitigation, and customer satisfaction, equips him with the necessary skills to provide valuable independent oversight. Additionally, his strong technical background in engineering and MBA in general management, along with multicultural and pan-India experience, enable

		him to bring a balanced perspective on governance and business growth. Known for his leadership, ethical approach, and ability to deliver results in dynamic environments, Mr. Ramakrishnan meets all criteria of independence and is well-positioned to contribute to the company's strategic direction, enhance stakeholder value, and ensure robust corporate governance.
List of the directorships held in other companies	:	1. Aialpha Financial Advisory Services Private Limited – Director 2. Karp Real Estate Advisory Services Private Limited – Director 3. Horizon Medical Center Private Limited - Director
Chairman/ Member in the Committees of the Boards of companies in which he is Director	:	Nil

The Board recommends the resolution set out at **Item No. 5** of the accompanying Notice for the approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are not any way concerned or interested, financially or otherwise, in this resolution.

6. APPOINTMENT OF MR.SURESH THUNDIPARAMBIL NARAYANAN [DIN: 07869073] AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members are informed that Mr.Suresh Thundiparambil Narayanan was appointed as Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from 1st August, 2025, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company.

The Members are further informed that the Company has received a declaration from Mr.Suresh Thundiparambil Narayanan confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that he is not disqualified to be appointed as a Director under Section 164 of the Act. In the opinion of the Board, Mr.Suresh Thundiparambil Narayanan fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall be appointed by the shareholders at a General Meeting and shall hold office for a term of up to five consecutive years and shall not be liable to retire by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Mr.Suresh Thundiparambil Narayanan as an Independent Director of the Company.

A Brief profile of Mr.Suresh Thundiparambil Narayanan is attached as **Annexure IV** and other details as required under Secretarial Standards and applicable regulations are detailed below.

Name of Director	:	Mr.Suresh Thundiparambil Narayanan
DIN	:	07869073
Age and Date of Birth	:	49 Years, 31/05/1976
Qualifications	:	Chartered Accountant
Date of appointment on the Board	:	1 st August, 2025



Experience & Expertise	:	CA. T N Suresh, a seasoned Chartered Accountant with over 18 years of professional experience, brings deep expertise in internal, statutory, management, and operational audits across a wide range of entities including corporates, non-corporates, trusts, and government corporations. As a founder partner of M/s Salitha & Suresh and with a strong background in financial oversight, he has served effectively as an Independent Director and Audit Committee Chairman at Travancore Cochin Chemicals Limited for six years and is currently serving as an Independent Director at TCL Ceramics Limited. His leadership roles within the Institute of Chartered Accountants of India, including as Chairman of the Ernakulam Branch, further underscore his professional credibility and commitment to governance. His experience, integrity, and financial acumen make him an ideal candidate to provide objective oversight, strengthen audit and compliance frameworks, and contribute meaningfully to the board's governance responsibilities.
Remuneration last Drawn	:	NA
Shareholding in the Company	:	Nil
Relationships with other Directors	:	None
Number of Board meeting attended during the year	:	NA
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed and in case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement.	:	CA. T N Suresh, a seasoned Chartered Accountant with over 18 years of professional experience, brings deep expertise in internal, statutory, management, and operational audits across a wide range of entities including corporates, non-corporates, trusts, and government corporations. As a founder partner of M/s Salitha & Suresh and with a strong background in financial oversight, he has served effectively as an Independent Director and Audit Committee Chairman at Travancore Cochin Chemicals Limited for six years and is currently serving as an Independent Director at TCL Ceramics Limited. His leadership roles within the Institute of Chartered Accountants of India, including as Chairman of the Ernakulam Branch, further underscore his professional credibility and commitment to governance. His experience, integrity, and financial acumen make him an ideal candidate to provide objective oversight, strengthen audit and compliance frameworks, and contribute meaningfully to the board's governance responsibilities.
List of the directorships held in other companies	:	1. TCL Ceramics Limited – Director (Independent)
Chairman/ Member in the Committees of the Boards of companies in which he is Director	:	1.TCL Ceramics Limited Audit Committee - Member Nomination Committee & Remuneration - Member CSR Committee – Member

The Board recommends the resolution set out at **Item No. 6** of the accompanying Notice for the approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are not any way concerned or interested, financially or otherwise, in this resolution.

7. APPOINTMENT OF MR.UWE IMRE SERDUELT [DIN: 11025253] AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members are informed that Mr.Uwe Imre Serduelt was appointed as Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from 1st August, 2025, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company.

Members are further informed that the Company has received a declaration from Mr.Uwe Imre Serduelt confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that he is not disqualified to be appointed as a Director under Section 164 of the Act. In the opinion of the Board, Mr.Uwe Imre Serduelt fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall be appointed by the shareholders at a General Meeting and shall hold office for a term of up to five consecutive years and shall not be liable to retire by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Mr.Uwe Imre Serduelt as an Independent Director of the Company.

A Brief profile of Mr.Uwe Imre Serduelt is attached as **Annexure V** and other details as required under Secretarial Standards and applicable regulations are detailed below.

Name of Director	:	Mr.Uwe Imre Serduelt
DIN	:	11025253
Age and Date of Birth	:	58 Years, 19/04/1967
Qualifications	:	1. Graduate: lic. phil. I, University of Zurich 2. Doctorate: Dr. phil. University of Zurich
Date of appointment on the Board	:	1 st August, 2025
Experience & Expertise	:	Prof. Uwe Serdült is an internationally renowned academic with extensive interdisciplinary expertise in digital governance, direct democracy, and e-participation, making him uniquely positioned to contribute strategic insight into digital transformation and citizen engagement at the board level. With over a decade of research and teaching experience across Switzerland and Japan, and currently serving as a full professor at Ritsumeikan University while maintaining his role as a principal investigator at the Centre for Democracy Studies Aarau (ZDA), University of Zurich, he offers a global perspective on governance, transparency, and digital innovation. His pioneering work on internet voting, e-petitions, and participatory platforms aligns with emerging trends in corporate governance and stakeholder engagement, making his appointment as



		an Independent Director a valuable addition to the company's efforts in digital strategy, ethical governance, and innovation-led decision-making.
Remuneration last Drawn	:	NA
Shareholding in the Company	:	Nil
Relationships with other Directors	:	None
Number of Board meeting attended during the year	:	NA
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed and in case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement.	:	Prof. Uwe Serdült is an internationally renowned academic with extensive interdisciplinary expertise in digital governance, direct democracy, and e-participation, making him uniquely positioned to contribute strategic insight into digital transformation and citizen engagement at the board level. With over a decade of research and teaching experience across Switzerland and Japan, and currently serving as a full professor at Ritsumeikan University while maintaining his role as a principal investigator at the Centre for Democracy Studies Aarau (ZDA), University of Zurich, he offers a global perspective on governance, transparency, and digital innovation. His pioneering work on internet voting, e-petitions, and participatory platforms aligns with emerging trends in corporate governance and stakeholder engagement, making his appointment as an Independent Director a valuable addition to the company's efforts in digital strategy, ethical governance, and innovation-led decision-making.
List of the directorships held in other companies	:	Nil
Chairman/ Member in the Committees of the Boards of companies in which he is Director	:	Nil

The Board recommends the resolution set out at **Item No. 7** of the accompanying Notice for the approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are not any way concerned or interested, financially or otherwise, in this resolution.

9. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Members are informed in order to protect the long-term interests of the Company and maintain effective governance and control by the promoter group, the Board of Directors, at its Meeting held on 1st August, 2025, approved a proposal to alter the Articles of Association of the Company to incorporate a provision that certain specified actions of the Company shall not be taken without the unanimous prior approval of all three promoter directors of the Company, namely;

- (a) Mr.Rafeek Koyakkutty Mohammed [DIN: 01369757]
- (b) Mr.Biju Thulaseedharan Nair Padmakumari [DIN: 02020491]
- (c) Mr.Thomaskutty Sebastian [DIN: 03281640]

(collectively referred to as the "Promoter Directors").



The proposed amendment is intended to formalize the role of the Promoter Directors in strategic decision-making and will include prior unanimous consent for following corporate actions:

- Any change in capital structure of the Company, including by way of issuance, repurchase, redemption, buy - back or cancellation any equity securities or equity linked securities and any rights attached thereto or otherwise permitting any change in the class rights for any equity securities or equity linked securities, undertaking any stock splits or stock consolidations, or modifying or adopting any employee stock option plan, except for issuance of any Equity Securities in relation to an IPO;
- Meeting any capital expenditure of Rs. 25 Crore or more;
- Making any borrowing in excess of Rs. 50 Cr or more;
- Making any change in the Board composition of the Company;
- Declaration and payment of Dividend other than final dividend;
- Any alterations in the Articles of Association of the Company

The above amendment is proposed to be incorporated as Article 92 in the Articles of Association after Article 91 of the existing Articles of Association of the Company. Members are further informed that, pursuant to the provisions of Section 14 of the Companies Act, 2013, any alteration of the Articles of Association requires the approval of the Shareholders by way of a Special Resolution.

A copy of the altered Articles of Association with the proposed changes is available for inspection by the Members at the registered office of the Company during business hours and will also be made available during the Meeting.

The Board recommends the resolution set out at Item No. 9 of the accompanying Notice for the approval of the shareholders as an Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except the Promoter Directors to the extent of their respective shareholding or directorship, is concerned or interested in the resolution.

**By order of the Board of Directors
For P I T SOLUTIONS LIMITED
(Formerly P I T SOLUTIONS PRIVATE LIMITED)**

**Place : Trivandrum
Date : 6th August, 2025**

**VIJU ASHOK
COMPANY SECRETARY
(ACS – A57150)**

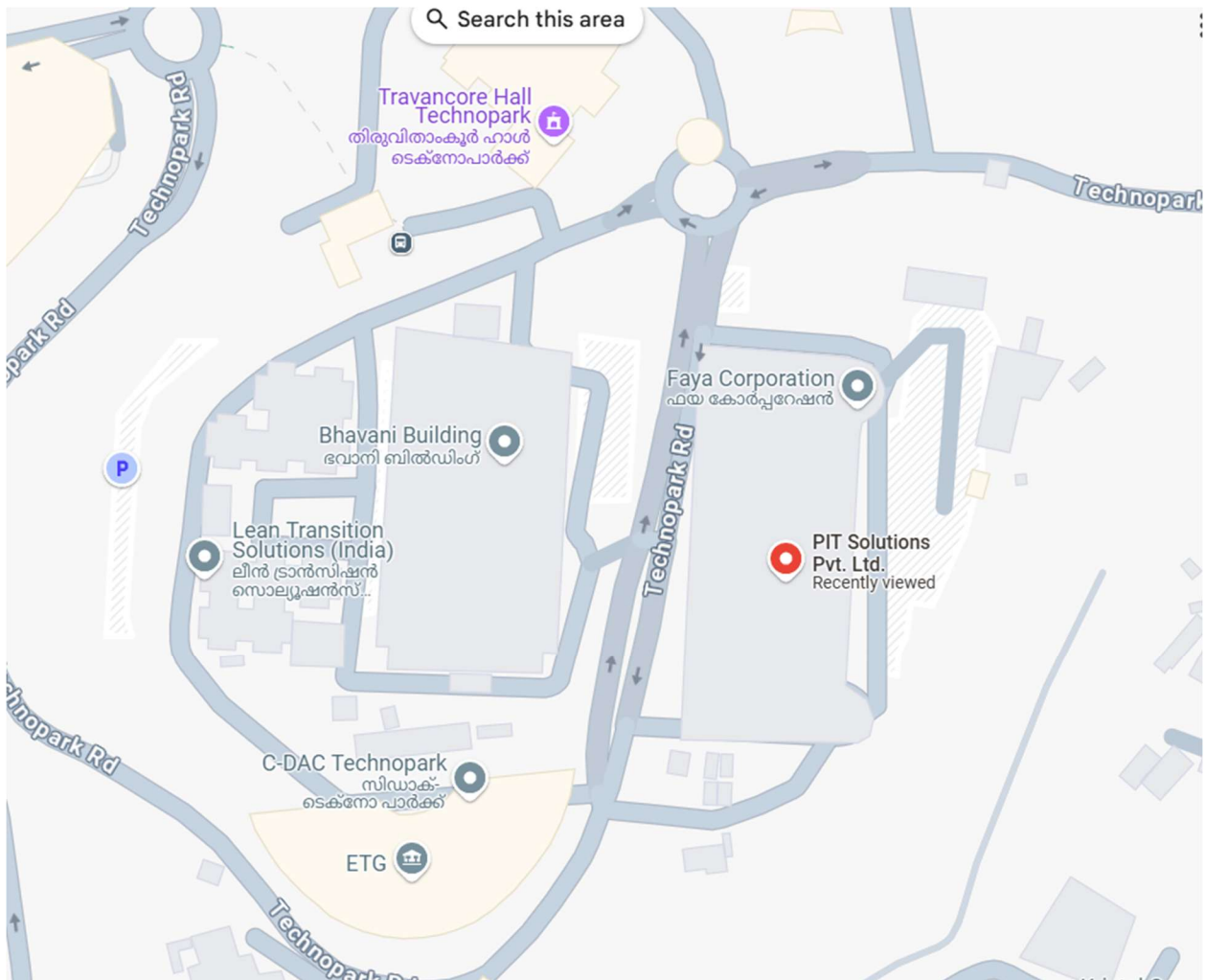
**Registered Office of the Company
L7 & L8, BASEMENT FLOOR 1, THEJASWINI,
TECHNOPARK CAMPUS, KARIAVATTOM, TRIVANDRUM, KERALA, INDIA, 695581**

Location Map of the Venue



P I T SOLUTIONS LIMITED

(Formerly known as P I T Solutions Private Limited)
Registered office: L7 & L8, Thejaswini, Technopark,
Thiruvananthapuram, Kerala, India – 695581
CIN: U72200KL2000PLC014018





P I T SOLUTIONS LIMITED

(Formerly known as P I T Solutions Private Limited)

Registered office: L7 & L8, Thejaswini, Technopark,

Thiruvananthapuram, Kerala, India – 695581

CIN: U72200KL2000PLC014018

