



POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 7 th May, 2026 at 9:00 a.m. (IST)	Friday, 5 th June, 2026 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given that pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules), Secretarial Standard–2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, including the latest General Circular No. 03/2025 dated 22nd September, 2025 issued by Ministry of Corporate Affairs (the “MCA Circulars”) including any statutory modification or re-enactment thereof, if any, for the time being in force, to transact the special businesses as set out hereunder by passing **Special Resolutions** by the Members of Meta Infotech Limited (“**Company**”) through postal ballot by voting only through electronic means (“**remote e-Voting**”).

Further, in compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ Kfin Technologies Limited, Registrar and Share Transfer Agent of the Company (‘RTA’)/ National Securities Depository Limited (‘NSDL’) and/or Central Depository Services (India) Limited (‘CDSL’), (NSDL and CDSL collectively referred as Depositories)/Depository Participant(s) and whose name appears in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Tuesday, 5th May, 2026 (“Cut-off date”)**. The physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes **will not be sent** to the members for this Postal Ballot, and the members are required to communicate their assent or dissent only through the remote e-voting system

An Explanatory Statement(s) pursuant to Sections 102, 108 and 110 and other applicable provisions, if any, of the Act, pertaining to the proposed resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

Members are requested to carefully read the instructions/ procedure in the Notes under the section ‘**Voting through Electronic Means**’ to cast their votes. The communication of the assent or dissent of the members shall only take place through the remote e-Voting facility.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the authorized agency, for providing e-voting facility to the Members of the Company. The e-voting facility is available at www.evoting.nsdl.com.

The Board of Directors of the Company, at its meeting held on **Thursday, 28th August, 2025 has appointed Ms. Riddhi Krunal Shah (ACS No. 20168, CP No. 17035)**, Practicing Company Secretary, Mumbai, as Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner.

Meta Infotech Limited.

Unit # 118, 119, 1st Floor, Ackruti Star, Opp. Ackruti Centre Point, MIDC, Andheri (E), Mumbai – 400 093. India
CIN No. :L72100MH1998PLC117495

Phone 91 22 6937 2500

Email: info@metainfotech.com
WWW.metainfotech.com

In the event the draft Resolutions as set out in the Notice is assented by the requisite majority by means of Postal Ballot through the remote e-voting process they shall be deemed to have been passed **by the Members through Postal Ballot** as Special Resolutions on the last date of remote e-voting. i.e., **Friday, 5th June, 2026.**

The Scrutinizer after completion of scrutiny will submit her report on Postal Ballot through the remote e-voting process to the Chairman after completion of the e-voting period. The results of the Postal Ballot through the remote e-voting process shall be declared within 2 working days i.e. on or before **Saturday, 6th June, 2026** and will be uploaded on the website of the Company- www.metainfotech.com and shall also be communicated to the Stock Exchange on which the Company is listed i.e. BSE Limited at www.bseindia.com as well as on the website of e-voting agency i.e. National Securities Depository Limited at <https://evoting.nsdl.com>.

SPECIAL BUSINESS:

ITEM NO. 1

ALTERATION OF THE 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 all other applicable provision of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded by inserting the following clause after existing Clause No. 40 and renumbering the subsequent clauses accordingly:

ISSUE OF SHARES/ OPTIONS TO EMPLOYEES

41 “Subject to the provisions of Section 62(1)(b) of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of law, and subject to the approval of the shareholders by way of a special resolution, the Company may establish, implement and administer one or more Employees’ Stock Option Schemes (‘ESOP Scheme(s)’).

The Board of Directors of the Company or any Committee thereof shall be authorized to grant, vest, exercise and allot equity shares pursuant to such ESOP Scheme(s) to eligible employees and directors of the Company, its holding, subsidiary or associate companies, on such terms and conditions as may be determined by the Board in accordance with applicable law.”

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to sign and file all the requisite e forms including Form MGT-14 along with such other documents as may be required with the ROC and do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

ITEM NO. 2

APPROVAL OF META INFOTECH LIMITED ESOP SCHEME 2026

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 62(1) (b), Rule 12 of Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with

rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “the applicable laws”), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary from any other authorities, if any and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which expression shall include Nomination and Remuneration Committee to exercise its powers, including the powers, conferred by this resolution), approval and consent of the members of the Company be and is hereby accorded to the “**META INFOTECH LIMITED ESOP SCHEME 2026**” (hereinafter referred to as “**META ESOP SCHEME 2026**”) and the Board to offer, grant and issue, in one or more tranches, from time to time not exceeding 18,88,140 Employee Stock Options (“Options”) to the eligible employees (as defined in the Scheme) exercisable into equivalent number of paid-up equity shares of face value of 10/- each of the Company, at such price or prices and on such terms and conditions, as may be determined by the Board in accordance with the Scheme and in due compliance with the applicable laws and regulations issued by the relevant authority, as may be prevailing at that time and the equity shares issued pursuant to exercise shall be in dematerialized form only.

RESOLVED FURTHER THAT the Board for this purpose be and is hereby further authorized to create, issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company including dividend entitlement.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Committee in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the purpose of administration of META ESOP SCHEME 2026.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issue, buy-back of shares, split or consolidation of shares, amalgamation, sale of undertaking, etc. resulting into change in the capital structure of the Company, the Board be and is hereby authorized to make such adjustments as it may deem fit to the quantum of shares to be issued pursuant to the exercise of the options, the exercise price, and other rights and obligations under the options.

RESOLVED FURTHER THAT to determine all other terms and conditions for the purpose of giving effect to any grant of Options and consequent issue and allotment of equity shares under the said META ESOP Scheme 2026, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard including to amend or modify any of the terms and conditions of the grant of Options and consequent issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to:-

- (a) Administer, implement and superintend META ESOP Scheme 2026;
- (b) Determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of options from time to time;
- (c) Formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive META ESOP Scheme 2026 in line with salient features mentioned in the Explanatory Statement annexed herewith and/or any sub-scheme or plan for the purpose of grant of options under META ESOP Scheme 2026 and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under META ESOP Scheme 2026 on BSE SME Limited where the Company's equity shares are listed, as per the terms and conditions of the Listing Regulations and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts and deeds take all steps as may be required to give effect to the aforesaid resolution including without limitation signing/executing such documents/agreements/letters/deeds, etc. as may be required and/or signing and/or filing the relevant forms including, returns, reports or such other document as applicable with the concerned Registrar of Companies including Form MGT 14 and with such other authorities as may be required from time to time and do all such acts as may be required to give effect to the aforesaid resolution including without limitation maintain the register of employee stock options in Form SH-6 and to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution.”

ITEM NO. 3

APPROVAL OF ISSUE OF NOT MORE THAN 5% OF PAID-UP SHARE CAPITAL AS ON 31.03.2026 I.E. UPTO 9,44,070 OPTIONS UNDER ESOP SCHEME OVER THE PERIOD OF 5 YEARS TO MR. AMBRISH DESHPANDE, COO/CRO.

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 62(1) (b), Rule 12 of Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “the applicable laws”), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary from any other authorities, if any and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which expression shall include Nomination and Remuneration Committee to exercise its powers, including the powers, conferred by this resolution), approval and consent of members of Company be and is hereby accorded to offer, grant and issue, in one or more tranches, from time to time over period of 5 years not exceeding 5% options (being 9,44,070 options) being equivalent to 9,44,070 Equity Shares to Mr. Ambrish Deshpande (COO/CRO) of the Company exercisable at face value of 10/- each of the Company, at such price or prices and on such terms and conditions, as may be determined by the Board in accordance with the Scheme and in due compliance with the applicable laws and regulations issued by the relevant authority, as may be prevailing at that time which shall not exceed 5% of the paid up share capital as on 31.03.2026 and the equity shares issued pursuant to exercise shall be in dematerialized form only.

RESOLVED FURTHER THAT the equity shares so allocated as mentioned hereinbefore shall rank pari-passu with the then existing shares of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts and deeds take all steps as may be required to give effect to the aforesaid resolution including without limitation signing/executing such documents/agreements/letters/deeds, etc. as may be required and/or signing and/or filing the relevant forms including, returns, reports or such other document as applicable with the concerned Registrar of Companies

including Form MGT 14 and with such other authorities as may be required from time to time and do all such acts as may be required to give effect to the aforesaid resolution including without limitation maintain the register of employee stock options in Form SH-6 and to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution.”

Registered Office:

118/119, First Floor, Ackruti Star, Opposite Ackruti
Centre Point, MIDC, Andheri (E), Mumbai,
Maharashtra, India, 400093
Tel: +91 22 69372500
Website: www.metainfotech.com
CIN: L72100MH1998PLC117495

Place: Mumbai

Date: 4th May, 2026

**By Order of the Board
META INFOTECH LIMITED**

**Sd/-
Mansi Sheth
Company Secretary & Compliance Officer
Membership Number: A28359**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102, 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars and SS-2, this Notice along with the explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, 5th May, 2026 (“Cut-off date”).
3. In accordance with the provisions of the MCA Circular, Members can **vote only through** the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. A copy of this Postal Ballot Notice is also available on the Company’s website www.metainfotech.com, the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on website of the National Securities Depository Limited at <https://evoting.nsdl.com>
5. Members who have not registered/updated their email IDs so far are requested to register/update the same with as per the process advised by concerned Depository Participant.
6. After dispatch of the postal ballot notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the Registered office of the Company is situated and will also be uploaded on the Company’s website at www.metainfotech.com
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the **cut-off date i.e. Tuesday, 5th May, 2026**.
8. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body’s resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at krassociates.cs@gmail.com.
9. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
10. Relevant documents referred to in this Postal Ballot Notice will also be available for electronic inspection on all working days (Monday to Friday) between 10.00 a.m. to 5.00 p.m. except for any intervening public holiday from the date of commencement of e-voting period i.e. from **9.00 a.m. (IST) on Thursday 7th May, 2026** and ends at **5.00 p.m. (IST) on Friday 5th June, 2026**. Members seeking to inspect such documents can send an email to info@metainfotech.com from their registered email address along with details of their DP ID and Client ID.
11. The last date specified in this notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority i.e. **Friday 5th June, 2026**.

12. In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or may be addressed to Ms. Veena Suvarna, Sr. Manager, NSDL by sending a request at evoting@nsdl.com or call on : 022 - 4886 7000.
13. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on **28th August, 2025**, have appointed Ms. Riddhi Krunal Shah (ACS 20168: COP 17035) Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
14. The remote e-voting period commences from 9.00 a.m. (IST) on **Thursday 7th May, 2026** and ends at 5.00 p.m. (IST) on **Friday 5th June, 2026**. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before Saturday, 6th June, 2026**. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed.
15. The results will also be uploaded on the Company’s website www.metainfotech.com, on the website of the BSE Limited at www.bseindia.com and on the website of i.e. National Securities Depository Limited at <https://evoting.nsdl.com>.

16. PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . 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. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.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 i.e. 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.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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	<ol style="list-style-type: none"> 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 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. 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 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 home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode.

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

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. 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.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to krassociates.cs@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Ms. Veena Suvarna, Sr. Manager at 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. Shares 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 (info@metainfotech.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.com. for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

Registered Office:

118/119, First Floor, Ackruti Star, Opposite
Ackruti Centre Point, MIDC, Andheri (E),
Mumbai, Maharashtra, India, 400093
Tel: +91 22 69372500
Website: www.metainfotech.com
CIN: L72100MH1998PLC117495

Place: Mumbai

Date: 4th May, 2026.

**By Order of the Board
META INFOTECH LIMITED**

**Sd/-
Mansi Sheth
Company Secretary & Compliance Officer
Membership Number: A28359**

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

The following statement sets out all the material facts relating to the Resolution Nos. 1 to 3 be passed as mentioned in the accompanying Notice:

ITEM NO.1:

The Board recommends the issue of shares to employees under Employees Stock Options schemes. Before moving further, the company is required to have the clause relating to ESOP in its Articles of Association (AOA). Hence, the Board recommends the Alteration of AOA by inserting Clause 41 related to ESOP provisions in the Articles of Association. Pursuant to section 14 of the Companies Act, 2013 AOA can be amended only with the approval of members by passing the Special Resolution.

Further, a copy of the proposed Articles of Association of the Company will be made available for electronic inspection on all working days (Monday to Friday) between 10.00 a.m. to 5.00 p.m. except for any intervening public holiday from the date of commencement of e-voting period i.e. from **9.00 a.m. (IST) on Thursday 7th May, 2026** and ends at **5.00 p.m. (IST) on Friday 5th June, 2026**. Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice

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

Accordingly, the Board recommends the resolutions set out at Item No. 1 of the Notice for approval of the Members as a Special Resolution.

ITEM NO.2:

In the present competitive environment and in the long term interest of the Company and its shareholders, it is necessary that the Company adopt suitable measures for attracting and retaining qualified, talented and competent employees. Stock option is an effective instrument to foster a sense of ownership and belonging amongst the employees and provide an opportunity to participate in the growth of the Company besides creating long term wealth in their hands.

The Board, therefore, proposes to introduce, formulate and create **Meta Infotech Limited ESOP Scheme 2026** ("META ESOP Scheme 2026")/("Scheme"). Grant of stock options under META ESOP Scheme 2026 shall be as per the terms and conditions as may be decided by the Board from time to time in accordance with the provisions of the Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The salient features META ESOP Scheme 2026 are as under:-

1. Brief description of the Scheme:

This Scheme shall be termed **Meta Infotech Limited ESOP Scheme 2026** ("META ESOP Scheme 2026")/("Scheme") and shall be formulated to grant of options to the eligible employees to motivate and retain key talent in the Company with a view to achieve long term business goals. The Scheme is established with effect from the date of receipt of in-principle approval from BSE Limited (SME Platform) and shall remain valid until terminated by the Board/Nomination and Remuneration Committee in accordance with Applicable Law or until all Options granted under the Scheme are exercised or lapsed, whichever is earlier. The Board of Directors or the Nomination & Remuneration Committee of the Board as authorized may subject to compliance with Applicable Laws, at any time alter, amend, suspend or terminate the scheme.

2. Total number of Options to be granted

- (i) A total of options would be available for grant to eligible employees under the scheme, in one or more tranches, which in aggregate shall be exercisable into not more than 18,88,140 options of the Company.
- (ii) Each option when exercised would give the option holder a right to get one fully paid equity share of Rs. 10/- each at face value of the Shares.
- (iii) The options which will lapse, expire or be forfeited due to any reason including the reason of lapse of exercise period or due to resignation of the eligible employees or otherwise, will be available for further grant to the eligible employees. The Board/ Nomination & Remuneration Committee is authorized to re-grant such lapsed / expired options as per the scheme.
- (iv) Number and price of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buyback of shares, split, consolidation of shares, amalgamation, sale of undertaking, etc. of the Company in such manner that the total value of the options in the hands of the option holders remains the same after such corporate action(s).

3. Identification of Classes of Employees entitled to participate in Meta ESOP Scheme 2026

All employees including contractual employees if any as designated by the company, who is exclusively working in India or outside India; or a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director, shall be eligible to participate in the scheme. An employee who is a Promoter or belonging to promoter group; or a director, who either himself or through his relative or through body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the Scheme.

4. Requirements of Vesting, minimum and maximum period of Vesting

The options granted shall vest so long as the employee continues to be in the employment of the Company. The vesting period shall be decided by the Nomination and Remuneration Committee from time to time but shall not be less than one (1) year and not more than five (5) years from the date of grant of options. Vesting shall take place as per the vesting schedule incorporated in the grant letter issued to the employee individually by the Company.

5. Exercise Price or Pricing formula

The Exercise Price of the Options granted shall be the face value of the Share, i.e., Rs.10/- (or as adjusted by the corporate action(s)). No amount shall be payable at the time of Grant of Options. Employees shall bear all tax liability in relation to exercise of options.

6. Exercise Period and process of exercise

The Exercise Period for Vested Options shall be a maximum of 2 (two) years commencing from the relevant date of Vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period

7. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee at its sole discretion from time to time. In case of performance linked stock options, the number of vested stock options may vary from the original number of stock options granted.

8. Maximum number of options to be granted per employee

Maximum number of options to be granted to an eligible employee will be determined by the Nomination and Remuneration Committee and will be recommended to the Board of Directors.

9. The conditions under which option vested in employees may lapse:

The vested and unvested options shall lapse and cannot be exercised in case of termination of employment due to the cause (including but not limited to negligence, non-achievement of targets indicated to such employee by the Company including but not limited to revenue or profit targets, or otherwise under the terms of the appointment letter/employment agreement, fraud, professional misconduct, moral turpitude etc) or due to such conditions which may be construed to be a cause for such actions by the Committee. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse. In case of resignation/ termination (other than due to cause), all the unvested options would lapse and the vested options can be exercised by the employee stock option grantee within the period stipulated in the grant letter. In case of death or permanent incapacity, all the Options Granted to him till such date and lying unvested shall Vest to the option grantee or the Beneficiary of the deceased option grantee, as applicable, and shall be exercised within the period stipulated in the grant letter. In case of Retirement of All the Vested Options as on the date of Retirement shall be exercisable by the Option Grantee within the Exercise period. All Unvested Options as on the date of Retirement would continue to vest in accordance with the original vesting schedule even after Retirement unless otherwise determined by the Committee in accordance with the Company's Policies and provisions of the prevailing Applicable Law. All such aforesaid Options upon Vesting can be exercised within the Exercise period.

10. Maximum quantum of benefits to be provided per employee under the Scheme:

The Scheme does not contemplate any benefit other than allowing eligible employee to receive equity shares of the Company upon exercise of options. In this context, the maximum benefit shall be the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

11. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

This Scheme shall be administered through direct route by the Nomination and Remuneration Committee working under the powers delegated by the Board, in accordance with the SEBI Regulations.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by trust or both

This scheme shall involve new issue of shares by the Company.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable since the scheme will be administered by the Committee.

14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the scheme(s)

Not applicable as secondary acquisition is not permitted.

15. Transferability options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of death or permanent incapacity of an employee stock option holder while in employment, the right to exercise options granted to him till such date shall be transferred to his legal heirs or nominees.

16. Accounting Policies

The Company shall comply with the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in respect of shares issued under Meta ESOP Scheme 2026.

17. Method of Valuation

The Company shall use one of the applicable methods (intrinsic value or fair value) to value its options. In case the Company calculates the employee compensation cost using intrinsic value of options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of options, shall be disclosed in the Directors Report and also the impact of this difference on Statement of Profit and Loss and on Earnings Per Share (EPS) of the Company shall be disclosed in the Directors Report.

18. Mandatory lock-in period under the Scheme:

The Shares allotted/ transferred pursuant to the Exercise of the Vested Options shall not be subject to any lock-in period. However, the Board or the Committee as may be authorized by the Board, may, in some cases, provide for lock-in of Shares issued upon the Exercise of Options, which shall be mentioned in letter of Grant issued to the Option Grantee.

19. Terms and conditions for buy back if any of specified securities/ Options covered granted under the scheme:

Subject to the provisions of the prevailing applicable laws, the Board and Nomination and Remuneration committee shall determine the procedure for buy-back of options granted under the scheme if to be undertaken at any time by the company and the applicable terms and conditions thereof.

The options to be granted under the scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company and the scheme confirms the SEBI SBEB Regulations.

Section 62 of the Companies Act, 2013 inter – alia provides that wherever it is proposed to increase the subscribed capital of the Company by the allotment of further shares, such further shares may be offered to the employees of the Company in the manner laid down in the said section unless the shareholders in the general meeting decide otherwise. The consent of the Members is, therefore, sought to authorize the Board of Directors to grant options and allot shares to employees in the manner set out in the resolutions.

A copy of the proposed Meta ESOP Scheme 2026 will be made available for electronic inspection on all working days (Monday to Friday) between 10.00 a.m. to 5.00 p.m. except for any intervening public holiday from the date of commencement of e-voting period i.e. from **9.00 a.m. (IST) on Thursday 7th**

May, 2026 and ends at **5.00 p.m. (IST) on Friday 5th June, 2026**. Members may follow the process for inspection of document as mentioned in ‘Notes’ section forming part of this Notice

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out in Item no. 2 of the accompanying Notice, except to the extent of the stock options that may be granted to them under Meta ESOP Scheme 2026.

Accordingly, the Board recommends the resolutions set out at Item No. 2 of the Notice for approval of the Members as a Special Resolution.

ITEM NO: 3

In order to retain high-calibre talent to drive sustainable growth and innovation to the company; the Board, and the Nomination and Remuneration Committee recommends the issue; offer; create and grant options not exceeding 5% of the existing paid-up share capital as on 31.03.2026 (being 9,44,070 options equivalent to 9,44,070 Equity Shares) to Mr. Amrish Deshpande (COO/CRO) of the company over the period of 5 years.

Approval of shareholders by way of separate resolution shall be obtained in case of grant of options during any year equal to or exceeding one percent of the issued capital of the company at the time of grant of options in terms of Regulation 6(3) of Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021.

The salient features META ESOP Scheme 2026 are as mentioned under item no 2.

Hence this separate special resolution is placed before the members for their approval as Special Resolution. None of the Directors, KMPs or their relatives are in any way interested in this resolution.

Accordingly, the Board recommends the resolutions set out at Item No. 3 of the Notice for approval of the Members as a Special Resolution.

Registered Office:

118/119, First Floor, Ackruti Star, Opposite
Ackruti Centre Point, MIDC, Andheri (E),
Mumbai, Maharashtra, India, 400093
Tel: +91 22 69372500
Website: www.metainfotech.com
CIN: L72100MH1998PLC117495

**By Order of the Board
META INFOTECH LIMITED**

**Sd/-
Mansi Sheth
Company Secretary & Compliance Officer
Membership Number: A28359**

Place: Mumbai

Date: 4th May, 2026.