

**NOTICE**

**SHORTER NOTICE** is hereby given that the 05/2025-26 Extra Ordinary General Meeting (“**EGM**”) of the Members of Executive Centre India Limited (Formerly known as Executive Centre India Private Limited) (“**the Company**”) is scheduled to be held on January 19, 2026 at 03:00 P.M. at the office of the Company situated at Level 3, Ascent, Sudam Kalu Ahire Marg, Worli, Mumbai, Maharashtra 400025, to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1: APPROVAL OF THE AMENDMENT IN THE EXECUTIVE CENTRE EMPLOYEES STOCK OPTION SCHEME 2025 (“THE SCHEME”):**

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

***Special Resolution:***

“**RESOLVED THAT** in partial modification of the earlier resolutions passed by the shareholders of the Company in the Extra Ordinary General Meeting held on June 17, 2025, and pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (“**Act**”) and rules notified thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), the provisions of the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and other rules, regulations and guidelines of any statutory/regulatory authority that are or may become applicable (collectively, the “**Applicable Laws**”), and subject to all approvals, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed, which may be agreed to by the Board of Directors of the Company [the “**Board**”, which term shall include any Committee thereof, including the Nomination and Remuneration Committee (“**NRC**”)], the consent of the shareholders be and is hereby accorded to amend The Executive Centre Employees Stock Option Scheme 2025 (“**TEC ESOS 2025**” / “**Scheme**”) by revising the number of options from 4,85,57,714 to 1,73,42,041 (“**Options**”) which is 5% of the total issued and paid up shares of the Company.

**RESOLVED FURTHER THAT** the amendments to the Scheme are not prejudicial and/or detrimental to the interests of the employees, and the Scheme incorporating the amendment be and is hereby approved and adopted.



**Executive Centre India Limited**

(Formerly known as "Executive Centre India Private Limited")  
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**RESOLVED FURTHER THAT** all other terms and conditions of the Scheme shall remain unchanged and continue to be in force.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to do all such acts, matters, deeds, things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and with the authority to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage." Type text here

**For EXECUTIVE CENTRE INDIA LIMITED**

(Formerly known as Executive Centre India Private Limited)



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**Leena Manishkumar Deoli**  
**Company Secretary & Compliance Officer**  
**Membership No. A27094**

Date: January 19, 2026

Place: Mumbai



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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. The meeting is being convened at shorter notice by virtue of the proviso to section 101(1) of the Companies Act, 2013.
3. The instrument appointing the proxy should be deposited at the registered office of the Company not less than two hours before the commencement of the meeting.
4. Members/proxies should bring the attendance slip enclosed herewith, duly filled in for attending the Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013.
6. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days, except holidays, between 10:00 AM and 05:00 PM up to the date of the Extra-Ordinary general meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the Meeting.
8. In terms of the requirements of the Secretarial Standards 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.



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

**ITEM NO. 1:**

The Company intends to amend Employee Benefit Scheme, namely *The Executive Centre Employees Stock Option Scheme 2025* (“**TEC ESOS 2025**” / “**Scheme**”), which was earlier approved and adopted by the shareholders of the Company in their meeting held on June 17, 2025, to recognize and reward eligible employees for their contribution to the Company’s performance and to foster a sense of ownership and alignment with shareholder interests.

Further, in accordance Regulation 7 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”) and Section 62(1)(b) of the Companies Act, 2013 read with the Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, a company may, by way of special resolution, vary the terms of employee stock option schemes, provided such variation is not prejudicial to the interests of the option holders/employees.

Under the existing Scheme, the Company can grant up to 4,85,57,714 Options, exercisable into resultant shares which are no more than 7% of the total issued and paid-up capital of the Company as on the date of the special resolution dated June 17, 2025.

It is proposed to revise the number of the options in the Scheme from 4,85,57,714 to 1,73,42,041 which is 5% of the total issued and paid up shares of the Company.

The aforesaid amendment has been recommended by the Nomination and Remuneration Committee (“NRC”) and approved by the Board of Directors, in their respective meeting(s) held on January 19, 2026.

The details as required under Regulation 7 of SEBI SBEB Regulations and Section 62(1)(b) of the Act are provided below:

**1. Key amendments proposed in the Scheme:**

The ESOP Pool i.e. maximum number of options that may be granted under the Scheme is proposed to be amended from 4,85,57,714 Options to 1,73,42,041 which is 5% of the total issued and paid-up shares of the Company and thereby amending the clause 3.1 of the Scheme as below:

<b>Existing Clause (3.1)</b>	<b>Amended Clause (3.1)</b>
The shareholders of the Company, pursuant to a special resolution dated June 17, 2025 have authorized the Nomination and Remuneration Committee to Grant to the Eligible Employees, up to 4,85,57,714	The shareholders of the Company, pursuant to a special resolution dated January 19, 2026 have authorized the Nomination and Remuneration Committee to Grant to the Eligible Employees, up to 1,73,42,041



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<p>Options, exercisable into resultant Shares which are no more than 7% of the total issued and paid up capital of the Company as on the date of the aforesaid special resolution with each such Option conferring a right upon the Eligible Employee to subscribe to, or purchase 1 (One) Share in the Company, each fully paid up, upon Exercise of such Option under TEC ESOS 2025, in one or more tranches and on such terms and conditions, as may be determined by the Nomination and Remuneration Committee in accordance with the provisions of this Scheme, and in due compliance with other Applicable Laws. The final distribution shall be as determined by the Nomination and Remuneration Committee.</p>	<p>Options, exercisable into resultant Shares which are no more than 5% of the total issued and paid up shares of the Company as on the date of the aforesaid special resolution with each such Option conferring a right upon the Eligible Employee to subscribe to, or purchase 1 (<b>One</b>) Share in the Company, each fully paid up, upon Exercise of such Option under TEC ESOS 2025, in one or more tranches and on such terms and conditions, as may be determined by the Nomination and Remuneration Committee in accordance with the provisions of this Scheme, and in due compliance with other Applicable Laws. The final distribution shall be as determined by the Nomination and Remuneration Committee.</p>
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**2. Rationale for the variation of the Scheme:**

The variations includes revision in the number of the options in the Scheme from 4,85,57,714 to 1,73,42,041 which is 5% of the total issued and paid up shares of the Company to reduce the dilution of the existing shareholders and to attract the potential investors.

**3. Details of the employees who are beneficiaries of such variation:**

The beneficiaries of such variation shall be all option grantees as no options have been granted as of date.

In terms of Section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 7 and other applicable provisions of SEBI SBEB Regulations, the amendment of TEC ESOS 2025 requires approval of the shareholders by way of a special resolution.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 of the Notice for the approval of the shareholders.



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None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of the benefit to be availed by them under the scheme as the Directors or Key Managerial Personnel of the Company.

**For EXECUTIVE CENTRE INDIA LIMITED**

(Formerly known as Executive Centre India Private Limited)



**Leena Manishkumar Deoli**

**Company Secretary & Compliance Officer**

**Membership No. A27094**

Date: January 19, 2026

Place: Mumbai



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**Proxy Form**

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

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No /Client ID</b>	
<b>DP ID</b>	

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named company hereby appoint:

<b>Name:</b>	
<b>Address:</b>	
<b>E-mail Id:</b>	
<b>Signature, or failing him/her</b>	

<b>Name:</b>	
<b>Address:</b>	
<b>E-mail Id:</b>	
<b>Signature, or failing him/her</b>	

<b>Name:</b>	
<b>Address:</b>	
<b>E-mail Id:</b>	
<b>Signature</b>	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 05/2025-26 Extra Ordinary General Meeting (“EGM”) of the Members of Executive Centre India Limited (Formerly known as Executive Centre India Private Limited) (“**the Company**”) is scheduled to be held on January 19, 2026 at 03:00 P.M. at the office of the Company situated at Level 3, Ascent, Sudam Kalu Ahire Marg, Worli, Mumbai, Maharashtra 400025 and at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:



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Sr. No.	Description of Resolution	Type of Resolution	For	Against
1	<b>APPROVAL OF THE AMENDMENT IN THE EXECUTIVE CENTRE EMPLOYEES STOCK OPTION SCHEME 2025</b>			

Signed this \_\_\_\_ day of \_\_\_\_\_, 2026

Signature of Member: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
stamp



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**ATTENDANCE SLIP**

Attendance Slip of the the 05/2025-26 Extra Ordinary General Meeting (“**EGM**”) of the Members of Executive Centre India Limited (Formerly known as Executive Centre India Private Limited) (“**the Company**”) is scheduled to be held on January 19, 2026 at 03:00 P.M. at the office of the Company situated at Level 3, Ascent, Sudam Kalu Ahire Marg, Worli, Mumbai, Maharashtra 400025.

*(Please fill Attendance Slip and hand it over at the entrance of the meeting hall)*

1.	Name(s) of Member(s) including Joint holders, if any <i>(in Block letters)</i>	
2.	Registered address of the sole/ first shareholder	
3.	Registered Folio No. /*DP ID No. and Client ID No. <i>(*Applicable to members holding shares in dematerialized form)</i>	
4.	Number of shares held	

I/ We hereby record our presence at the the 05/2025-26 Extra Ordinary General Meeting (“**EGM**”) of the Members of Executive Centre India Limited (Formerly known as Executive Centre India Private Limited) (“**the Company**”) is scheduled to be held on January 19, 2026 at 03:00 P.M. at the office of the Company situated at Level 3, Ascent, Sudam Kalu Ahire Marg, Worli, Mumbai, Maharashtra 400025.

\_\_\_\_\_  
Signature of Member/Authorised Representative/Proxy of Member

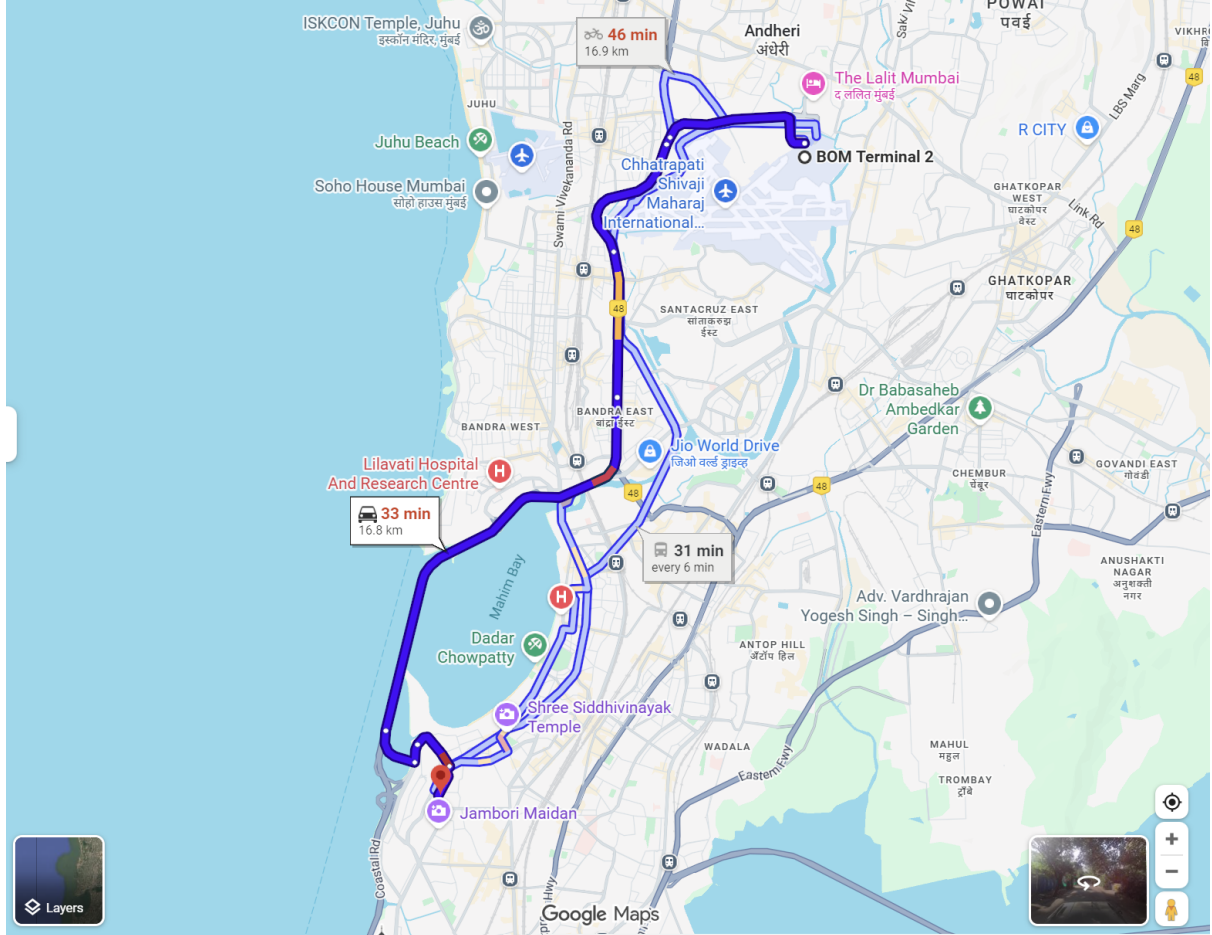


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**ROUTE MAP TO THE EGM VENUE**



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Corporate Identity Number (CIN): U74999MH2008FLC182125