

## **Notice of the 38<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Graphisads Limited ("Company") will be held through Video Conferencing (VC) mode on Monday, September 29, 2025 at 01:30 P.M. at the registered office of the Company at 4/24A, First Floor, AB House, Asaf Ali Road, Delhi-110002. All the directors, Statutory Auditors or their representative and the Secretarial Auditors are invited to participate physically at the meeting. Following businesses shall be transacted at the meeting:

### **A. ORDINARY BUSINESS:**

To pass with or without modification, the following resolution no. 1 & 2 as *ordinary resolutions*.

#### **1. ADOPTION OF FINANCIAL STATEMENTS, DIRECTOR'S REPORT AND AUDITOR'S REPORT**

**"RESOLVED THAT** the Audited Financial Statements of the Company together with the consolidated financial statements for the financial year ended on 31<sup>st</sup> March 2025, together with the reports of Auditors and Directors thereon, be and are hereby received, noted, considered and adopted by the shareholders of the Company."

#### **2. TO APPOINT A DIRECTOR IN PLACE OF DIRECTOR RETIRED BY ROTATION**

**"RESOLVED THAT** Mr. Alok Gupta (DIN- 01456388), the Whole time Director of the Company, who has retired by rotation at this Annual General Meeting, be and is hereby re-appointed as the director in the capacity of Whole Time Director of the Company, and his appointment shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013 and further that his retirement and re-appointment as such shall not be deemed to constitute any break in his office either as director or Whole Time Director and the terms and conditions of his appointment as Whole time Director shall continue as it is and further that his tenure of office of Whole Time Director shall continue to be deemed to run from his original appointment."

### **B. SPECIAL BUSINESS**

To pass with or without modification, the following resolution no. 3 & 4 as *ordinary resolutions*.

#### **3. TO APPOINT MRS. PARVEEN AHUJA AS REGULAR DIRECTOR**

**"WHEREAS** Mrs. Parveen Ahuja, DIN: 11255467 was appointed as the Additional Director in the capacity of Non- Executive Director on 04-09-2025 by the Board of Directors of the Company and she holds office up to the conclusion of this Annual General Meeting in accordance with Section 161 of the Companies Act, 2013;

**AND WHEREAS** the Board of Directors of the Company has recommended that she should be appointed as the regular director of the Company pursuant to Section 152 of the Companies, Act 2013;

**NOW THEREFORE IT IS RESOLVED THAT** Mrs. Parveen Ahuja (DIN- 11255467), be and is hereby appointed as the director of the Company as Non-Executive Director in the Professional capacity with effect from the conclusion of this Annual General Meeting and

For GRAPHISADS LIMITED Page 1 of 18

  
Shobharam Dhama  
Company Secretary  
M. No. 23402

that her appointment shall be subject to retire by rotation under section 152(6)(a)(i) of the Companies Act, 2013 and rules made thereunder."

**4. TO APPOINT M/S M D GUPTA & ASSOCIATES, AS SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS**

**"RESOLVED THAT** pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (LODR) (Third Amendment) Regulations, 2024, and other applicable provisions, the approval of the members be and is hereby accorded to appoint M/s M D Gupta & Associates (Practicing Company Secretaries), having FCS No. 8223, a Peer-Reviewed Company Secretary in Practice (Peer Review Certificate No. 4474/2023) having its Office at 605, 6<sup>th</sup> Floor, SG Shopping Mall, Near DC Chowk, Sector-9, Rohini, Delhi-110085 to act as the Secretarial Auditor of the Company for a term of five consecutive years with effect from April 1, 2025 on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee."

**"RESOLVED FURTHER THAT** Mr. Mukesh Kumar Gupta, Managing Director and/or any other director of the Company be and are hereby authorized to finalize the terms of appointment, including audit fees, enter into necessary engagement letters, and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to comply with applicable provisions concerning tenure, cooling-off periods, and eligibility criteria under SEBI (LODR) Regulations, 2015."

For and on behalf of the Board of Directors  
**M/s Graphisads Limited**

**For GRAPHISADS LIMITED**

  
Shobharam Dhama  
Company Secretary  
M. No. 23402  
Mem. No: A 23402

Date: 04-09-2025

Place New Delhi

**EXPLANATORY STATEMENT, DISCLOSURE OF INTEREST, INFORMATION AND FACTS UNDER CLAUSE (A) & (B) OF SECTION 102(1)**

**ITEM NO- 3**

**TO APPOINT MRS. PARVEEN AHUJA AS REGULAR DIRECTOR**

Mrs. Parveen Ahuja, (DIN:11255467), was appointed as the Additional director of the Company in the capacity of Non-Executive Director w.e.f 04-09-2025, liable to retire by rotation.

She was appointed as such on the recommendation of Nomination and Remuneration Committee of the Board at its meeting held on September 04, 2025 and Committee recommended in the same meeting that she may be appointed as the regular director liable to retire by rotation by the shareholders in the forthcoming Annual General Meeting of the Company.

The Company has received from Mrs. Parveen Ahuja:

- i. consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and
- ii. intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act. She does not hold any equity shares of the Company.

**Brief profile of Mrs. Parveen Ahuja is as under:**

Having worked for around Four decades in the banking sector, Mrs. Parveen Ahuja has gained opulent experience in various facets of the banking sector along with Credit Management, Retail and Corporate Banking & Accounts, Audit & Taxation, Risk Management, Budget allocation, Publicity and Advertisement, Co-ordination of various zonal level meetings, handled critical portfolios involving credit, foreign exchange, planning, staff assessment, and Industrial relations.

She began her journey with Bank of India on 01<sup>st</sup> January, 1975 where she worked for a span of 40 years, rising through the ranks to hold several key leadership roles including Assistant Manager, Officer (Banking), Deputy Manager (Credit), Deputy Chief Officer, Senior Manager, Chief Manager ultimately retired as an Deputy General Manager (DGM) on 31<sup>st</sup> December, 2014.

Her strength is her ability to understand of both operational and strategic aspects of banking.

Other details of Mrs. Parveen Ahuja are provided under “Annexure B” to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India

Considering Mrs. Parveen Ahuja’s expertise and experience in the financial and management matters and based on the recommendation of the Nomination and Remuneration Committee, the Board considered appointment as regular director of Mrs. Parveen Ahuja as an Non-Executive Director in the interest of the Company and the Board recommends the resolution

as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

**Except Mrs. Parveen Ahuja none of the other Directors and / or Key Managerial Personnel of the Company and their respective relatives, are in anyway concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3.**

**ITEM NO- 4**

**TO APPOINT M/S M D GUPTA & ASSOCIATES**

Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report a Secretarial Audit Report in Form MR-3 given by a Practicing Company Secretary (PCS).

To comply with the above provisions and ensure continued good governance practices, the Board of Directors at its meeting held on September 04, 2025 based on the recommendation of the Audit Committee, further recommended the appointment of M/s M D Gupta & Associates (Practicing Company Secretaries), Delhi having FCS No. 8223, a Peer Reviewed Company Secretary in Practice (Peer Review Certificate No. 4474/2023), as the Secretarial Auditor by the Members of the Company for a term of five consecutive years with effect from April 1, 2025 to conduct the Secretarial Audit as per the provisions of the Companies Act, 2013 and the LODR Regulations, 2015.

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
01	Name of the Audit Firm	M/s M D Gupta & Associates
02	Brief Profile	Mr. Manish Dev Gupta, proprietor of M/s M D Gupta & Associates, a Practicing Company Secretary from Delhi qualified in 2009 and having the FCS No. 8223, has started the sole proprietorship firm as M/s M D Gupta & Associates in year 2009 and has been providing corporate secretarial services, corporate governance and corporate advisory and legal advisory services to clients for over 16 years. He is well reputed in the field of corporate laws and corporate governance. His expertise covers a wide variety of areas, including secretarial audit, Internal Audits, Advisory services and other legal services for various client segments. His core specialization lies in Corporate Law, Securities Law, Depository Participant Audit, and Legal Due Diligence Audit.
	Proposed fees payable to the Secretarial Auditor	M/s. M D Gupta & Associates, Practising Company Secretary, Certificate of Practice No. 8571, Peer Review Certificate No. 4474/2023 as Secretarial Auditor, with effect from April 1, 2025, for a period of 5 years, at an annual remuneration of Rs. 40,000/- (Rupees Forty Thousand only).
	Recommendation/ Terms of Appointment	On the basis of the recommendation of Board and Audit Committee. i. M/s. M D Gupta & Associates has been recommended to conduct the Secretarial Audit,

		<p>with effect from April 1, 2025, for a period of 5 financial years, subject to the approval of the members at the ensuing Annual General Meeting of the Company.</p> <p>ii. The Secretarial Auditor shall be paid a professional fee of Rs. 40,000/- (Rupees Forty Thousand only) plus reimbursement of actual out-of-pocket expenses incurred in connection with the audit.</p> <p>iii. The appointment is for a period of Five financial year, unless otherwise modified or terminated by mutual consent or due to regulatory reasons.</p>
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The Board recommends the resolution to be passed as **Ordinary Resolution** for the appointment of the secretarial auditor for a period of 05 Financial Years.

***None of the Directors and / or Key Managerial Personnel of the Company and their respective relatives, are in anyway concerned or interested, financially or otherwise, in the Resolution set out in Item No. 04.***

## NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.graphisads.com](http://www.graphisads.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 25<sup>th</sup> September, 2025 at 09:00 A.M. and ends on 28<sup>th</sup> September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September 2025.

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

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




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

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

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

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="494 1299 1412 1657">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="494 1668 1412 2016">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting</li></ol>

	<p>website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login</li> </ol>

	<p>&amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at*

<https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sharma.csdeepak@gmail.com](mailto:sharma.csdeepak@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@graphisads.com](mailto:cs@graphisads.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@graphisads.com](mailto:cs@graphisads.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@graphisads.com](mailto:cs@graphisads.com). The same will be replied by the company suitably.
6. Members who would like to express their views/suggestions/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their full name, Date of Birth, DP ID and Client ID/folio number, PAN and mobile number to the company at [cs@graphisads.com](mailto:cs@graphisads.com) on or before 24<sup>th</sup> September 2025 04:00 P.M. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ suggestions /ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Annexure-A**

**Information as required under Regulation 30 read with Schedule III, Para A, Clause 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09<sup>th</sup> September, 2015**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details of Mr. Alok Gupta</b>
<b>1</b>	Reason for change viz. Appointment, re-appointment, resignation, removal, death or otherwise	<b>Re-appointment:</b> Mr. Alok Gupta (DIN- 01456388), the Whole time Director, holding the office longest is eligible to be retire by rotation. Further, his retirement and re-appointment as such shall not be deemed to constitute any break in his office.
<b>2</b>	Date of Appointment	05-11-2009 Whole Time Director since 29-05-2024.
<b>3</b>	Brief Profile (in case of appointment)	NA
<b>4</b>	Disclosure of Relationships between the directors	Son of Sh. Mukesh Kumar Gupta, Chairman and Managing Director of the Company.
<b>5</b>	Information as required under BSE circular Number LIST/COM/14 /2018-19 and NSE circular No. NSE/CML /2018/24 dated June 20, 2018	Mr. Alok Gupta is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

**Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:**

Name of Director	Alok Gupta
Director Identification Number (DIN)	01456388
Date of Birth (Age)	28-03-1986 (39 Yrs)
Designation	Whole Time Director
Date of First Appointment on the Board	05-11-2009
Terms and Conditions of appointment/ re- appointment	Re-appointed as Whole Time Director, liable to retire by rotation.
Qualification	Postgraduate
Nature of expertise in specific functional areas	Business Development, Client acquisition, Business Management
Name of the companies in which he holds directorship (other than Graphisads Limited)	1. Swachhagrahi Foundation 2. Nirwana AI Private Limited 3. GA Exim Private Limited
Name of listed entities from which the person has resigned in the past three years	NA
Details of remuneration (including Setting fee, if any) last drawn	30.00 Lakhs in FY 2024-25
No. of meetings of the Board attended during the year	08
Details of remuneration sought to be Paid	2.5-3 Lakhs per month
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Mukesh Kumar Gupta, CMD (Father)
Membership/ Chairmanship of Committees of other Boards	Member of Audit Committee and Stakeholders Relationship Committee
Shareholding in the Company: No. of shares held as on 31 <sup>st</sup> March 2025:	
(a) Own	a): 27,13,900 Equity Shares
(b) For other persons on a beneficial Basis	b): NIL

**ANNEXURE-A-1**

**Brief profile of Director seeking re-appointment at the 38<sup>th</sup> Annual General Meeting to be held on Monday, 29<sup>th</sup> September, 2025.**

Mr. Alok Gupta, is a young and dynamic leader, completed his graduation in Business Studies from Birmingham (UK) and having overall extensive experience of more than 16 years in the industry has made a significant contribution in the areas of business development, client acquisition, sales, and marketing.

Mr. Gupta is leading many departments in the Company and his skill and knowledge in these fields have made a significant contribution to the company's expansion and success. He possesses deep expertise in business development, the introduction and positioning of new service lines (products), their marketing, and driving revenue growth. He is highly skilled at

crafting and executing comprehensive strategies that align effectively with the Company's broader business objectives.

Throughout his tenure at Graphisads, Mr. Gupta has played a pivotal role in streamlining sales processes, refining customer acquisition strategies, overseeing and mentoring the sales and marketing teams, and managing the Company's brand presence. He is recognized as a transformational leader who drives positive change within the organization by inspiring team members to exceed their own expectations and achieve ambitious goals.

Since he joined the Company, he has dedicated himself to mentoring and developing emerging sales and marketing professionals at various levels, fostering an innovative and growth-oriented culture within teams. He is a strong advocate of a customer-centric approach and places high importance on maintaining ethical standards in all business practices. Under his guidance, the Company's performance has improved significantly and is expected to strengthen further in the coming years.

**Disclosure of Interest:** Mr. Alok Gupta is interested in the resolution as Director and Shareholder of the Company. Mr. Mukesh Kumar Gupta, Director is interested in the resolution as the Relative of Mr. Alok Gupta and being the shareholder of the Company. Further Mrs. Padma Gupta W/o Sh. Mukesh Kumar Gupta and mother of Mr. Alok Gupta is interested in the resolution being the shareholder of the Company. Apart from this no other Director, KMP or their relative is inserted in the resolution.

**Annexure-B**

**Information as required under Regulation 30 read with Schedule III, Para A, Clause 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09<sup>th</sup> September, 2015**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details of Mrs. Parveen Ahuja</b>
<b>1</b>	Reason for change viz. Appointment, re-appointment, resignation, removal, death or otherwise	<b>Appointment:</b> Mrs. Parveen Ahuja (DIN- 1125546), appointed as an regular director in the capacity of Non-Executive Director and Professional.
<b>2</b>	Date of Appointment	04-09-2025
<b>3</b>	Brief Profile (in case of appointment)	<p>Mrs. Parveen Ahuja began her journey with the India's renowned bank i.e. Bank of India on 01<sup>st</sup> January, 1975 where she worked for a span of 40 years, rising through the ranks to hold several key leadership roles including Assistant Manager, Officer (Banking), Deputy Manager (Credit), Deputy Chief Officer, Senior Manager, Chief Manager ultimately retired as a Deputy General Manager (DGM) on 31<sup>st</sup> December, 2014.</p> <p>She has gained opulent experience in various facets of the banking sector along with Credit Management, Retail and Corporate Banking &amp; Accounts, Audit &amp; Taxation, Risk Management, Budget allocation, publicity and advertisement, coordination of various zonal level meetings, handled critical portfolios involving credit, foreign exchange, planning, staff assessment, and industrial relations.</p>
<b>4</b>	Disclosure of Relationships between the directors	NA
<b>5</b>	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular No. NSE/CML/2018/24 dated June 20, 2018	Mrs. Parveen Ahuja is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

**Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:**

Name of Director	Parveen Ahuja
Director Identification Number (DIN)	11255467
Date of Birth (Age)	01-01-1955
Designation	Additional Director
Date of First Appointment on the Board	04-09-2025
Terms and Conditions of appointment/ re- appointment	Appointment as regular director in the capacity of Non-Executive Director and Professional.
Qualification	Master's degree
Nature of expertise in specific functional areas	Finance, Risk Management, Strategic Leadership & Business Administration
Name of the companies in which he holds directorship (other than Graphisads Limited)	NIL
Name of listed entities from which the person has resigned in the past three years	NIL
Details of remuneration (including Setting fee, if any) last drawn	NIL
No. of meetings of the Board attended during the year	NIL
Details of remuneration sought to be Paid	NIL
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	NA
Membership/ Chairmanship of Committees of other Boards	NIL
Shareholding in the Company: No. of shares held as on 31 <sup>st</sup> March 2025:  (a) Own (b) For other persons on a beneficial Basis	NIL