

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the (01/2025-2026) Extra-Ordinary General Meeting (the “EGM”) of the members of Micropro Software Solutions Limited (“Micropro” or “Company”) will be held on Tuesday, the 30th day of December, 2025 at 12:30 P.M. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS

- 1. Appointment of M/s Anu Bajaj & Associates (Firm Registration No. 126446W), as Statutory Auditors of the Company to fill up casual vacancy, caused due to resignation of M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 126132W):**

To consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and based upon recommendation of the Audit Committee and the Board of Directors, M/s Anu Bajaj & Associates (Firm Registration No. 126446W), be and is hereby appointed as Statutory Auditors of the Company from the conclusion of this General Meeting until the conclusion of the next Annual General Meeting of the Company to fill up the causal vacancy caused by the resignation of M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 126132W) on such remuneration as may be decided by Board of Directors in consultation with Statutory Auditors in addition to taxes and re-imbursement for out of pocket expenses incurred by the Statutory Auditors on audit.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Audit Committee may alter terms and conditions of appointment of the Statutory Auditors including payment of remuneration, in such manner as may be mutually agreed with the Statutory Auditors subject always to and in compliance with all applicable provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT Mr. Sanjay Mokashi (DIN: 01568141), Managing Director of the Company, Mr. Meher Pophali (DIN: 01568099), Whole time Directors of the Company and Mr. Sulabh Singh Parihar, Company Secretary of the Company and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution."

2.To appoint Ms. Sudha Ramchandra (DIN: 11378017), as an Independent Director

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

“RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Sudha Ramchandra (DIN: 11378017), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from December 04, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold for a term of five (5) years effective from 04th December 2025 till 03rd December 2030, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sanjay Mokashi (DIN: 01568141), Managing Director of the Company, Mr. Meher Pophali (DIN: 01568099), Whole time Directors of the Company and Mr. Sulabh Singh Parihar, Company Secretary of the Company and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.”

**By Order of the Board of Directors
For Micropro Software Solutions Limited**

Date : 04.12.2025

Place: Nagpur

**Sd/-
Sulabh Singh Parihar
Company Secretary And Compliance Officer**

NOTES:

- 1) Pursuant to Section 102 of the Companies Act, 2013 read with Section 101 of the Companies Act, 2013 a statement setting out material facts and reasons for proposed special business is annexed hereto.

The relevant details in respect of Directors seeking reappointment at the EGM, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed.

- 2) Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (‘EGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”), Companies are allowed to hold Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the Members at the Common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM will be the Registered Office of the Company, i.e. Plot No. 28, 702, Wing A, 7th Floor, IT Park, Gayatri Nagar, Nagpur, Maharashtra, India, 440022
- 3) 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 4) As the EGM of the Company will be held through VC / OAVM, the route map of the venue of the Meeting is not attached to this notice.
- 5) The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
- 6) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7) Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 24th December, 2025 to Tuesday, the 30th December, 2025 (both days inclusive).

- 8) 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 venue voting on the date of the EGM will be provided by NSDL.
 - 9) In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website at <https://www.microproindia.com/investor-relations/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - 10) EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
 - 11) Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
 - 12) Voting rights will be in proportion to the shares registered in the name of the Members as on 23rd December, 2025 (cut-off date). Only those Members whose names are recorded in the Registers of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or by e-voting at the EGM. Members, who cast their votes by remote e-voting prior to EGM, may attend the Meeting but will not be entitled to cast their vote again or change their vote subsequently.
- The e-voting facility shall be made available during the meeting to the Members attending the meeting through Video Conferencing and who have not cast their vote before the EGM.
- 13) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to R&TA in case the shares are held in physical form.

- 14) As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live. For receiving all communication (including Annual Report) from the Company electronically, the members are requested to register / update their email addresses with the Registrar and Share Transfer Agent or relevant Depository Participant (DP), as the case may be.
- 15) CS Namita Buche, Practicing Company Secretary (ICSI Membership Number: A36514 and C. P. Number 14220), Nagpur, has been appointed as the Scrutinizer to scrutinize the e-voting / ballot process.
- 16) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 27th December, 2025 at 09:00 A.M. and ends on 29th December, 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. 23th December, 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 23th December, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e.

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 or joining virtual meeting & 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. 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 or joining virtual meeting & voting during the meeting.
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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 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 namitabuche0106@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,



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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 Mr. Abhijeet Gunjal 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. 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 compliance@microproindia.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 compliance@microproindia.com .
3. 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.**
4. 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.
5. 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.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

Item No. 1:

The members of the Company at the 28th Annual General Meeting held on September 20, 2024 appointed M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 126132W), as Statutory Auditors of the Company for a period of five (5) years who shall hold office from the conclusion of 28th Annual General Meeting until the conclusion of 33rd Annual General Meeting of the Company.

However, M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 126132W), has tendered their resignation on December 03, 2025 considering the pre-occupation with other personal and professional assignments and is not attributable to any professional disagreement or inability to obtain sufficient and appropriate audit evidence. There are no other circumstances connected with their resignation that should be brought to the attention of the Board or the stakeholders.

The Audit Committee and the Board of Directors of the Company at its meeting held on 04th December, 2025 has noted and accepted the resignation of M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 126132W), respectively, from the position of the Statutory Auditor of the Company upon completion of audit for the Half year ended September 30, 2025 considering that there are no reasons other than the reason mentioned in the resignation letter dated December 03, 2025.

Consequent to the casual vacancy caused by such resignation, the Board of Directors, on the basis of recommendation of Audit Committee, has in its meeting held on 04th December, 2025 and subject to approval of members of the Company, has approved the appointment of M/s Anu Bajaj & Associates, Chartered Accountants (Firm Registration No. 126446W), as the Statutory Auditors of the Company, to hold office from the conclusion of ensuing General Meeting until the conclusion of next Annual General Meeting of the Company.

M/s Anu Bajaj & Associates, Chartered Accountants (Firm Registration No. 126446W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s Anu Bajaj & Associates, Chartered Accountants (Firm Registration No. 126446W) is a Nagpur-based Chartered Accountancy firm established in 2005 (FRN: 126446W), providing professional services for over 20 years. The firm operates from M-10, Shrikrishna Market, Modi No. 3, Sitabuldi, Nagpur – 440012, and offers a wide spectrum of audit, taxation, and advisory services.

The firm is led by CA Anu Bajaj (M.Com, FCA, ISA, Peer Reviewer, M. No. 119938), who holds a Certificate of Practice dated 21 April 2005. She is certified in Concurrent Audit of Banks and Co-operative Society Audits, and has extensive experience in audits, tax audits, GST compliance, and banking audits.

Board recommends the resolution set out at Item No. 1 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

Item No. 2:

Pursuant to the provisions of Sections 149, 152, 161 and Schedule IV of the Companies Act, 2013 (the Act) and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on December 04, 2025, had appointed Ms. Sudha Ramchandra (DIN: 11378017) as an Additional Director (Non-Executive, Independent) of the Company, for the first term of five consecutive years commencing from December 04, 2025 till December 03, 2030, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Ms. Sudha Ramchandra (DIN: 11378017), is not disqualified from being appointed as a director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as a director of the Company.

The Company has also received declaration from her that she meets the criteria of independence as prescribed, both, under section 149(6) & (7) of the Act and Regulation 16(1)(b) and 25 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable guidelines/circulars issued from time to time.

The brief profile of Ms. Sudha Ramchandra (DIN: 11378017), is as under:

Ms. Sudha Ramchandra brings over 25 years of academic excellence in the field of Computer Science, with significant teaching and leadership experience. She holds an MCA from B.M.S. College of Engineering, Bangalore and a Ph.D. from Rashtrasant Tukadoji Maharaj Nagpur University (RTMNU), Nagpur and has contributed significantly to curriculum development, research, and academic leadership. Her work is marked by a strong research orientation with a focus on emerging technologies and their practical applications.

Alongside her academic career, she has also served as a corporate trainer, gaining valuable insights into industry expectations, skill development, and workforce readiness. Her core strengths include analytical thinking, structured problem-solving, mentorship, and the ability to simplify complex technical concepts for diverse stakeholders.

Ms. Sudha Ramchandra (DIN: 11378017), aims to contribute to the Board through her academic expertise, research-driven approach, and commitment to good governance, ethics, and continuous learning. Her balanced exposure to both academia and industry equips her to add meaningful value as an Independent Director. The Board is of the opinion that the appointment of Ms. Sudha Ramchandra (DIN: 11378017), as an Independent Director will be beneficial to the Company.

Accordingly, the approval of shareholders of the Company is sought by way of a Special Resolution. Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members by way of a Special Resolution.

She has no shareholding in the Company and None of the Directors or Key Managerial Persons of the Company (including their relatives), are concerned or interested in the said Resolution.

**By Order of the Board of Directors
For Micropro Software Solutions Limited**

Date : 04.12.2025

Place: Nagpur

**Sd/-
Sulabh Singh Parihar
Company Secretary And Compliance Officer**

ANNEXURE

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[Pursuance to the provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI)]

Name of the Directors	Ms. Sudha Ramchandra
Director Identification Number (“DIN”)	11378017
Date of Birth	03/05/1965
Nationality	Indian
Designation	Non-Executive, Independent Director
Date of Appointment on Board	04.12.2025
Qualification	MCA and Ph.D.
Brief Profile & Nature of expertise in specific functional areas, skills and capabilities	<p>Ms. Sudha Ramchandra brings over 25 years of academic excellence in the field of Computer Science, with significant teaching and leadership experience. She holds an MCA from B.M.S. College of Engineering, Bangalore and a Ph.D. from Rashtrasant Tukadoji Maharaj Nagpur University (RTMNU), Nagpur and has contributed significantly to curriculum development, research, and academic leadership. Her work is marked by a strong research orientation with a focus on emerging technologies and their practical applications.</p> <p>Alongside her academic career, she has also served as a corporate trainer, gaining valuable insights into industry expectations, skill development, and workforce readiness. Her core strengths include analytical thinking, structured problem-solving, mentorship, and the ability to simplify complex technical concepts for diverse stakeholders.</p> <p>Ms. Sudha Ramchandra (DIN: 11378017), aims to contribute to the Board through her academic expertise, research-driven approach, and commitment to good governance, ethics, and continuous learning. Her balanced exposure to both academia and industry equips her to add meaningful value as an Independent Director</p>

Number of Shares held in the Company	NIL
List of Directorships in Other Company (In Listed Entities)	NIL
Chairman / Member in the Committees of Board of other Companies in which he / she is the Director (In Listed Entities)	NIL
Disclosure of relationships with Directors/ Manager/ Key Managerial Personnel	There is no relation between the Directors/ Manager/ Key Managerial Personnel of the Company and Ms. Sudha Ramchandra.

**By Order of the Board of Directors
For Micropro Software Solutions Limited**

Date : 04.12.2025

Place: Nagpur

**Sd/-
Sulabh Singh Parihar
Company Secretary And Compliance Officer**