

NOTICE

Notice is hereby given that the **32ND ANNUAL GENERAL MEETING** of the Members of **PANTH INFINITY LIMITED** will be held on **Tuesday, September 30, 2025** at 10:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

Item No. 01: To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 02: To appoint a director in place of Mr. Sendhabhai Amrutbhai Makvana (DIN: 09756503) who retires by rotation and being eligible, seeks re-appointment

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

To appoint a Director in place of Mr. Sendhabhai Amrutbhai Makvana (DIN: 09756503), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

"RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sendhabhai Amrutbhai Makvana (DIN: 09756503), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as the Director of the company, liable to retire by rotation."

"RESOLVED FURTHER THAT, the Board of Directors of the company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 03: To appoint SSRV and Associates Chartered Accountants Mumbai Firm Registration No 135901W as statutory auditor of the company

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. S S R V & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 135901W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 32nd (Thirty-Second) Annual General Meeting till the conclusion of 37th (Thirty-Seventh) Annual General Meeting at such remuneration (excluding out of pocket expenses and reimbursement of expenses, if any) as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or desirable to give effect to this resolution."

SPECIAL BUSINESS:

Item No. 04: To appoint Mr Kalpesh Dilipbhai Amlani DIN 08640953 as Managing Director of the company

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from

time to time ("SEBI (LODR) Regulations") and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination & Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded to regularise and appoint Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) as Managing Director of the company for a period of five (5) years w.e.f. May 12, 2025, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) as Managing Director;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said appointment and/ or his managerial remuneration (including without limitation fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits, increments etc. required to be included in the computation of remuneration in accordance with Schedule V of the Act) and/or any other term in appointment letter with the Company (collectively referred to as 'Variation') during his tenure, as may be agreed to between the Board and Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953), subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to his annual managerial remuneration not exceeding the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 for the relevant financial year;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

Item No. 05: To appoint SCS and Co LLP Company Secretaries Firm registration number L2020GJ008700 as the Secretarial Auditors of the Company for a term of 5 consecutive years and to fix their remuneration

In this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Board of Directors of the Company, M/s. SCS and Co. LLP, Company Secretaries (Firm registration number: L2020GJ008700) be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/Board of Directors of the Company;

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Item No. 06: To increase the authorized share capital of the company and make consequent alteration in Clause V of the newly adopted memorandum of association of the company

In this regard, to consider and if thought fit, to pass the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rupees 37,00,00,000/- (Rupees Thirty Seven Crores only) divided into 3,70,00,000 (Three Crore Seventy Lacs only) Equity Shares of Rupees 10/- (Rupees Ten Only) each, to Rupees 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000/- (Six Crore Only) Equity Shares of Rupees 10/- (Rupees Ten Only) and that existing Clause V of the newly adopted Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is Rupees 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000/- (Six Crore Only) Equity Shares of Rupees 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Item No. 07: To alter the Main object clause of the company by inserting the following new sub-clauses under clause IIIA of the memorandum of association of the company

In this regard, to consider and if thought fit, to pass the following resolutions as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for alteration of Main Object Clause i.e. Clause III (A) of the Memorandum of Association of the Company by adding the following clauses as Sub Clause 4 to 12 after existing Sub Clause 3 of Clause III(A) in the Memorandum of Association of the Company:

- 4. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and Artificial Intelligence Solutions, Natural Language Process and Deep Learning models, targeted at revolutionizing and transforming healthcare sector and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.*
- 5. To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.*
- 6. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.*
- 7. To carry on in India the business of marketing, promoting, advertising franchising or dealing in any of the above activities*

both in internal and external markets, on digital media or any other online or digital means, on its own or through any sort or nature and to appoint sub-franchisers etc., for any of the above purposes, in India or elsewhere and marketing through online marketing, digital marketing in various sites.

- 8. To carry on the business of producing, directing, financing, acquiring, co-producing, distributing, exhibiting, importing, exporting, and otherwise dealing in motion pictures, cinematograph films, documentaries, tele-films, web-series, advertising films, television serials, video films, short films, and all other audio-visual content (in any format or medium), including operating multiplexes, specialty cinemas (e.g., 3D, 4D, seat simulators, IMAX), film studios, sound-stages, post-production and processing facilities; to research, design, develop, license, purchase, sell, deploy, implement and utilize artificial intelligence (AI), machine learning, natural language processing, computer vision and related technologies and software tools for planning, production, editing, distribution, exhibition, promotion, rights management and monetization of audio-visual content; to hire, recruit, contract, engage, deploy, manage and pay all categories of personnel—directors, cast, crew, technical and non-technical staff, skilled and unskilled labour, contractual workers, freelancers, consultants, agencies and AI developers—required for all aspects of planning, production, processing, exhibition, AI-technology development and ancillary entertainment services; to provide ancillary services such as talent management, casting, technical training, event management, marketing, merchandising, ticketing, venues for cultural, sporting or entertainment events, hospitality centres, food courts, arcades, restaurants, pubs, wellness and amusement complexes; and to carry out all activities ancillary or incidental thereto, including the acquisition, leasing, construction, management and operation of premises, studios, equipment, transmission and exhibition infrastructure, and to deal in all associated rights, licences, sponsorships, collaborations, litigation (including initiating or defending legal actions) and other legal or commercial arrangements, in India and abroad.*
- 9. To prepare, manufacture, process, market, trade, import, export, improve, sell and deal in all kinds of agro/agri/food products including but not limited to spices, oil seeds, grains, vegetables, herbs, pickles and other items derived from agricultural, farming or relevant activities.*
- 10. To carry on all or any of the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery, cutlery and their components and accessories and of producing acquiring and trading, buying, selling and dealing (wholesale and retail) in metals, bullion, gold ornaments, silver utensils, diamond, precious stones, paintings, manuscripts, antiques, precious stones, jewellery gold or silver cups, shields, articles of virtue objects of art.*
- 11. To carry on the business of and act as promoters, organizers, consultants, traders, buyers, sellers and developers in real estate and agents of land, estate, property industrial estate, housing schemes, shopping /office complexes, township, warehouses, farm houses, holiday resorts and building for hotels, motels factories and to deal with purchase, sell such properties either as owner and / or agents.*
- 12. To carry on the business of construction and to act as builders, contractors of prefabricated concrete building and constructional works and contractors, decorators, surveyors, designers, constructional engineers, sanitary and water engineers and plumbers and to erect, construct, re-construct, alter, improve, decorate, furnish and maintain houses, buildings, or all description, commercial centers, ships, hotels in connection with any building or buildings or schemes, roads, large projects, entertainment house, highway, docks; ships, tramways, bridges, canals, wells, sprints, dams, gardens, power plants, culverts, earthwork, channels, bowers, sewers ,tanks, drains, wharfs, ports, reservoirs, sewages, embankment, irrigations, reclamations, improvements, sanitations, hotels, clubs, tanks, schools, hospital, restaurants, bath, places of workshop, playgrounds, parks, libraries, reading rooms, vehicle stands, shops, carriage dairy farms work of any kind whatsoever and for such purpose to prepare estimates, designs, plans, specifications, models, that may be require including preparations of layouts, develop, erect, demolish, re-erect, prepare, re-model, execute, undertake, establish, acquire, maintain, control, manage, take on lease, purchase or acquire any work in connection with the above and generally to deal with and improve the property of the company by any other property and to undertake or direct the construction, development and the management of the property, buildings, land and estate (of any tenure or kind) any to acquire by purchase, lease, exchange, hire or otherwise lands and property of in the same and to sell or otherwise dispose of the land houses, buildings and other property of the company.”*

“RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or Company secretary so authorized by the Board, be and are hereby authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that

the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

Registered Office

32, Rajsukh Complex, Behind Hyatt Regency Lane, Opp. Gujarat Vidyapith, Income tax, Ashram Road, Navjivan, Ahmedabad, Gujarat, India, 380014.

For and on behalf of Board of Directors
For, **Panth Infinity Limited**

Place: Mumbai

Date: 11/09/2025

Sendhabhai Amrutbhai Makvana
Managing Director
DIN: 09756503

NOTES TO SHAREHOLDERS FOR AGM:

1. The Government of India Ministry of Corporate Affairs has allowed conducting Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8 2020 Circular No. 17/2020 dated April 13 2020 and Circular No. 20/2020 dated May 5 2020 and Circular No. 02/2021 dated January 13 2021 and Circular No. 21/2021 dated December 14 2021 and 02/2022 dated May 5 2022 10/2022 dated December 28 2022 09/2023 dated September 25 2023 and 9/2024 dated September 19 2024 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15 2021 and Circular No. SEBI/HO/ DDHS/P/CIR/2022/0063 dated May 13 2022 SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 5 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars the 32nd AGM of the Members will be held through VC/ OAVM. Hence Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is explained in the subsequent notes of this Notice and available at the Company's website <https://www.panthinfi.com/>. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 to 9 of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. Though pursuant to the provisions of the Act a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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. Since the AGM will be held through VC/OAVM the route map of the venue of the Meeting is not annexed hereto.
6. The relevant details pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting ("AGM") is also annexed.
7. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12 2020 read with Circular dated January 15 2021 the Notice of AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further a letter providing the web-link including the exact path where complete details of the Annual Report shall also be sent to those shareholder(s) who have not so registered. Member may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at <http://www.panthinfinity.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com

8. In case of joint holders attending the AGM together only holder whose name appearing first will be entitled to vote.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker are requested to write to the Company mentioning their name demat account number/folio number email id mobile number at panthcompliance@gmail.com on or before September 20, 2025 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
10. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
11. Institutional/Corporate Shareholders (i.e. other than individuals/HUF NRI etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc. authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csanandlavingia@gmail.com with copies marked to the Company at panthcompliance@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.com
12. 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.
 - (a) **For shares held in electronic form:** to their Depository Participants ("DPs")
 - (b) **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, MUFG Intime India Pvt. Ltd at <https://www.purvashare.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 all share transfers shall be carried out compulsorily in the dematerialized form with effect from 1st April 2021. Hence no transfer of shares in physical form are allowed. Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: i. Issue of duplicate share certificate, ii. Claim from unclaimed suspense account, iii. Renewal/Exchange of securities certificate, iv. Endorsement, v. Sub-division / splitting of securities certificate, vi. Consolidation of securities certificates/folios, vii. Transmission, viii. Transposition.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Purva Sharegistry (India) Pvt. Ltd., the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit

the said details to their DP in case the shares are held by them in dematerialized form and to Purva Sharegistry (India) Pvt. Ltd. in case the shares are held in physical form.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
19. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive).
20. 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 200 members on a 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.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to panthcompliance@gmail.com.
22. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
23. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
 - (a) 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 panthcompliance@gmail.com;
 - (b) 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 panthcompliance@gmail.com. If you are an Individual shareholder 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.**
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
- 24. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
 1. 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 Regulations (as amended) and the Circulars issued by the MCA dated April 8 2020 April 13 2020 May 5 2020 and SEBI Circular dated May 12 2020 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

2. The remote e-voting will commence on 9:00 A.M. on Saturday September 27, 2025 and will end on 5:00 P.M. on Monday September 29, 2025. During this period the members of the Company holding shares as on the Cut-off date i.e. Tuesday, September 23, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
3. Once the vote on a resolution is cast by the member he/she shall not be allowed to change it subsequently or cast the vote again.
4. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 23, 2025.
5. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 23, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
7. The Company has appointed M/s. ALAP & CO. LLP, Practicing Company Secretaries, (FRN: L2023GJ013900) to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the AGM in a fair and transparent manner.
8. The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchange where the Company's equity shares are listed (BSE Limited) at www.bseindia.com and shall also be displayed on the Company's website <https://www.panthinfi.com/> and NSDL's website www.evoting.nsdl.com.
9. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

INSTRUCTIONS FOR EVOTING

The remote e-voting will commence on 9:00 A.M. on Saturday, September 27, 2025 and will end on 5:00 P.M. on Monday, September 29, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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	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

Type of Shareholders	Login Method
----------------------	--------------

to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- 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.
- 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>
- 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. 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.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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.
- 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.
- 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.
- 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 Provide₹

Type of Shareholders	Login Method
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:

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 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?

- 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, 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.

- Your User ID details are given below:

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

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.co.in 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 ANNUAL GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join Annual 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 General 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 csanandlavingia@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to evoting@nsdl.com

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 panthcompliance@gmail.com. The same will be replied by the company suitably.

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 panthcompliance@gmail.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 investo@gallops@gmail.com. If you are an Individual shareholder 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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.

CONTACT DETAILS:

Company	PANTH INFINITY LIMITED
	32, Rajsukh complex, Behind Hyatt Regency Lane, Opp. Gujarat Vidyapith, Income tax, Ashram Road, Navjivan, Ahmedabad, Gujarat, India, 380014. Tel: +91-7383983840 E-mail: Panthcompliance@gmail.com Web.: https://www.panthinfi.com/
Registrar and Transfer Agent	PURVA SHAREGISTRY (INDIA) PVT. LTD
	9 Shiv Shakti Ind. Estt., J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai 400 011, Maharashtra, Tel No.: 022 - 2301 6761/8261 Email: support@purvashare.com Web: www.in.mpms.umfg.com

	Email: www.purvashare.com
E-Voting Agency & VC / OAVM	NSDL NSDL help desk: +91 – 022 - 4886 7000
Scrutinizer	M/s. ALAP & CO. LLP Practicing Company Secretaries Tel No.: +91 79 3578 9144 Email: alapandcollp@gmail.com

Registered Office

32, Rajsukh Complex, Behind Hyatt Regency
Lane, Opp. Gujarat Vidyapith, Income tax,
Ashram Road, Navjivan, Ahmedabad, Gujarat,
India, 380014.

Place: Mumbai

Date: 11/09/2025

For and on behalf of Board of Directors
For, **Panth Infinity Limited**

Sendhabhai Amrutbhai Makvana
Managing Director
DIN: 09756503

**EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SECRETARY STANDARD 2
ON GENERAL MEETINGS)**

ITEM NO 3:

TO APPOINT M/S. SSRV AND ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI (FIRM REGISTRATION NO. 135901W) AS STATUTORY AUDITOR OF THE COMPANY – ORDINARY RESOLUTION:

M/s. C P JARIA & CO., Chartered Accountants (Firm Registration No. 104058W), the existing Statutory Auditors of the Company, had tendered their resignation from the position of Statutory Auditors of the Company with effect from the close of business hours on August 22, 2024.

This resignation has resulted in a casual vacancy in the office of the Statutory Auditors as per the provisions of Section 139(8) of the Companies Act, 2013 ("the Act").

In accordance with the provisions of the Act, the Audit Committee of the Company considered the resignation and recommended the appointment of M/s. S S R V & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 135901W), a peer-reviewed firm, to fill the said casual vacancy.

Subsequently, the Board of Directors of the Company, at its meeting held on November 14, 2024 based on the recommendation of the Audit Committee and pursuant to Section 139(8) of the Act, approved the appointment of M/s. S S R V & Associates, Chartered Accountants, as the Statutory Auditors of the Company to fill the said casual vacancy, subject to approval of the Members and whose period of office would expire at the conclusion of ensuing annual general meeting. Further, it is proposed that if they re-appointed, it would be in accordance with the provisions of Companies Act, 2013. Therefore, the Board recommends the proposal for appointment of M/s. S S R V & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 135901W) as statutory auditor of the company for a period of five years to hold office from the conclusion of ensuing annual general meeting till the conclusion of 37th AGM.

The Board of Directors recommends the passing of the resolution for appointment of M/s. S S R V & Associates, Chartered Accountants, as the Statutory Auditors of the Company as set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

TO APPOINT MR. KALPESH DILIPBHAI AMLANI (DIN: 08640953) AS MANAGING DIRECTOR OF THE COMPANY – SPECIAL RESOLUTION:

The Board of Directors of the Company, in their Meeting held on May 12, 2025, has appointed Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) as an additional Managing Director, for further period of 5 (five) years with effect from May 12, 2025, and whose period of office would expire on conclusion of ensuing annual general meeting. To get an advantage of knowledge and experience, it is proposed to appoint him as Managing Director for a period of five years w.e.f. May 12, 2025 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board which is set out hereunder.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the appointment of Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolutions.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company carries on in India or abroad the business activities related to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale , purchase, license or otherwise deal in e-store, e-commerce, e-shopping, e-business, marketplace, multimedia services, online information services, online application integration including buying, selling , marketing, trading and otherwise dealing in various kinds of products through internet or any other mode.

Date or expected date of commencement of commercial production: The Company has already commenced its business since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Rupees in Lakh)

Particulars	Standalone	
	F.Y. 2024-25	F.Y. 2023-24
Revenue From Operations	2997.38	472.03
Other Income	0	0.36
Total Income	2997.38	472.39
Less: Total Expenses	2801.25	525.42
Profit before Depreciation, Finance Cost and Tax	197.01	(54.11)
Less: Depreciation	0.87	0.88
Less: Finance Cost	0.01	0.00
Profit Before Tax	196.13	(54.99)
Less: Current Tax	58.20	0.00
Less: Deferred tax Liability (Asset)	0.12	0.00
Profit after Tax	137.81	(54.99)

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2025.

Information about the appointee:

Background Details: Mr. Kalpesh Dilipbhai Amlani living in Ahmedabad, Gujarat is having expertise in Business Strategy. He possesses vast experience and sound knowledge in varied fields. His strong social network along with his expert advice will become useful for the Company's growth and development in long run.

Past Remuneration: Nil

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) is also responsible for the expansion and overall management of the business of our Company.

Terms and Conditions of Remuneration:-

Upto Rs Rupees 06.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953), the responsibilities shouldered to him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) has pecuniary relationship to the extent he is a Managing Director of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of five years w.e.f. May 12, 2025 until revised further.

The Board of Directors is of the view that the appointment of Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) as Managing Director will be beneficial to the operations of the Company and accordingly recommends the Special Resolutions at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution. The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice

ITEM NO. 5:

TO APPOINT M/S. SCS AND CO. LLP, COMPANY SECRETARIES (FIRM REGISTRATION NUMBER: L2020GJ008700) AS A SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 YEARS – ORDINARY RESOLUTION:

Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Board's report made in terms of subsection (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting.

In compliance with the applicable laws and based on the recommendations of the Audit and Compliance Committee, the Board of Directors, at their meeting held on September 11, 2025, approved the appointment of M/s. SCS and Co. LLP, Practicing Company Secretaries (Firm Registration No. L2020GJ008700) as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members at the forthcoming Annual General Meeting. The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise and the quality of past audit reports.

M/s. SCS and Co. LLP, Practicing Company Secretaries (Firm Registration No. L2020GJ008700) is a reputed firm of practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI) having extensive experience in corporate governance, compliance, and secretarial audits. In accordance with Regulation 24A of SEBI Listing Regulations, the firm holds a valid certificate issued by the Institute of Company Secretaries of India. The Firm has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.

M/s. SCS and Co. LLP, Practicing Company Secretaries (Firm Registration No. L2020GJ008700) have given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024 and that they shall not render any restricted services stated therein to the Company and its subsidiary companies to ensure independence and avoid conflict of interest.

The Board believes that appointment of M/s. SCS and Co. LLP, Practicing Company Secretaries (Firm Registration No. L2020GJ008700) will provide an independent and expert evaluation of the Company's corporate governance, regulatory compliance, and secretarial functions, thereby ensuring adherence to statutory requirements.

The proposed remuneration to be paid to M/s. M/s. SCS and Co. LLP, Practicing Company Secretaries (Firm Registration No. L2020GJ008700) for their Secretarial Audit services is Rupees 5,00,000/- plus applicable taxes and out-of-pocket expenses for the first financial year, and the remuneration for the subsequent year(s) of their term shall be as mutually agreed between the

Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/s. SCS and Co. LLP, Practicing Company Secretaries (Firm Registration No. L2020GJ008700) shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors in compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/s. SCS and Co. LLP, Practicing Company Secretaries (Firm Registration No. L2020GJ008700) as the Secretarial Auditors of the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO – 6

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE NEWLY ADOPTED MEMORANDUM OF ASSOCIATION - SPECIAL RESOLUTIONS:

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rupees 37,00,00,000/- (Rupees Thirty Seven Crores only) divided into 37000000 (Three Crore Seventy Lacs only) Equity Shares of Rupees 10/- (Rupees Ten Only) each, to Rupees 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60000000/- (Six Crore) Equity Shares of Rupees 10/- (Rupees Ten Only), by way of creation of an additional 2,30,00,000 (Two Crore Thirty Lakhs only) Equity Shares of Rupees 10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rupees 23,00,00,000/- (Rupees Twenty Three Two Crores Only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the newly adopted Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - <http://www.panthinfinity.com/> for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 7:

ALTERATION OF THE OBJECT CLAUSE OF THE COMPANY IN THE MEMORANDUM OF ASSOCIATION BY INSERTING THE NEW SUB-CLAUSES UNDER CLAUSE III(A) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY - SPECIAL RESOLUTION

As the Company is planning to undergo expansion of its business for which it is diversifying its business into Film making, Agri commodities, Real-estate Business, Artificial intelligence (AI), Bullion Merchant etc. for which it has to change the main object of the Company.

Your Board has consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Associates ("MOA") as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Object" clause of the MOA of the Company is being amended by adding the following clause as Sub Clause 4 to 12 after existing Sub Clause 3 of Clause III(A) in the Memorandum of Association of the Company:

4. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and Artificial Intelligence Solutions, Natural Language Process and Deep Learning models, targeted at revolutionizing and transforming healthcare sector and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.
5. To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
6. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.
7. To carry on in India the business of marketing, promoting, advertising franchising or dealing in any of the above activities both in internal and external markets, on digital media or any other online or digital means, on its own or through any sort or nature and to appoint sub-franchisers etc., for any of the above purposes, in India or elsewhere and marketing through online marketing, digital marketing in various sites.
8. To carry on the business of producing, directing, financing, acquiring, co-producing, distributing, exhibiting, importing, exporting, and otherwise dealing in motion pictures, cinematograph films, documentaries, tele-films, web-series, advertising films, television serials, video films, short films, and all other audio-visual content (in any format or medium), including operating multiplexes, specialty cinemas (e.g., 3D, 4D, seat simulators, IMAX), film studios, sound-stages, post-production and processing facilities; to research, design, develop, license, purchase, sell, deploy, implement and utilize artificial intelligence (AI), machine learning, natural language processing, computer vision and related technologies and software tools for planning, production, editing, distribution, exhibition, promotion, rights management and monetization of audio-visual content; to hire, recruit, contract, engage, deploy, manage and pay all categories of personnel—directors, cast, crew, technical and non-technical staff, skilled and unskilled labour, contractual workers, freelancers, consultants, agencies and AI developers—required for all aspects of planning, production, processing, exhibition, AI-technology development and ancillary entertainment services; to provide ancillary services such as talent management, casting, technical training, event management, marketing, merchandising, ticketing, venues for cultural, sporting or entertainment events, hospitality centres, food courts, arcades, restaurants, pubs, wellness and amusement complexes; and to carry out all activities ancillary or incidental thereto, including the acquisition, leasing, construction, management and operation of premises, studios, equipment, transmission and exhibition infrastructure, and to deal in all associated rights, licences, sponsorships, collaborations, litigation (including initiating or defending legal actions) and other legal or commercial arrangements, in India and abroad.
9. To prepare, manufacture, process, market, trade, import, export, improve, sell and deal in all kinds of agro/agri/food products including but not limited to spices, oil seeds, grains, vegetables, herbs, pickles and other items derived from agricultural, farming or relevant activities.
10. To carry on all or any of the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery, cutlery and their components and accessories and of producing acquiring and trading, buying, selling and dealing (wholesale and retail) in metals, bullion, gold ornaments, silver utensils, diamond, precious stones, paintings, manuscripts, antiques, precious stones, jewellery gold or silver cups, shields, articles of virtue objects of art.

11. *To carry on the business of and act as promoters, organizers, consultants, traders, buyers, sellers and developers in real estate and agents of land, estate, property industrial estate, housing schemes, shopping /office complexes, township, warehouses, farm houses, holiday resorts and building for hotels, motels factories and to deal with purchase, sell such properties either as owner and / or agents.*
12. *To carry on the business of construction and to act as builders, contractors of prefabricated concrete building and constructional works and contractors, decorators, surveyors, designers, constructional engineers, sanitary and water engineers and plumbers and to erect, construct, re-construct, alter, improve, decorate, furnish and maintain houses, buildings, or all description, commercial centers, ships, hotels in connection with any building or buildings or schemes, roads, large projects, entertainment house, highway, docks; ships, tramways, bridges, canals, wells, sprints, dams, gardens, power plants, culverts, earthwork, channels, bowers, sewers ,tanks, drains, wharfs, ports, reservoirs, sewages, embankment, irrigations, reclamations, improvements, sanitations, hotels, clubs, tanks, schools, hospital, restaurants, bath, places of workshop, playgrounds, parks, libraries, reading rooms, vehicle stands, shops, carriage dairy farms work of any kind whatsoever and for such purpose to prepare estimates, designs, plans, specifications, models, that may be require including preparations of layouts, develop, erect, demolish, re-erect, prepare, re-model, execute, undertake, establish, acquire, maintain, control, manage, take on lease, purchase or acquire any work in connection with the above and generally to deal with and improve the property of the company by any other property and to undertake or direct the construction, development and the management of the property, buildings, land and estate (of any tenure or kind) any to acquire by purchase, lease, exchange, hire or otherwise lands and property of in the same and to sell or otherwise dispose of the land houses, buildings and other property of the company."*

The Board of Directors of the Company at its meeting held on June 20, 2025, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in the Object clause of the Company, which was further revised by board of directors in its meeting held on July 24, 2025 to include the activities relating to Real-estate Business and Bullion Merchant. The proposed change in the object clause of the Company is in pursuant to provisions of Section 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 7 for your approval.

The draft copy of the Memorandum of Association of the Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Registered Office

32, Rajsukh complex, Behind Hyatt Regency Lane,
Opp. Gujarat Vidyapith, Income tax, Ashram Road,
Navjivan, Ahmedabad, Gujarat, India, 380014.

For and on behalf of Board of Directors
For, Panth Infinity Limited

Sendhabhai Amrutbhai Makvana
Managing Director
DIN: 09756503

Place: Ahmedabad
Date: 11/09/2025

ANNEXURE TO ITEM NO. 2 and 4 OF THE NOTICE

Details of Directors seeking reappointment at the ensuing Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name	Mr. Kalpesh Dilipbhai Amlani (DIN: 10575498)	Mr. Sendhabhai Amrutbhai Makvana (DIN: 09756503)
Designation and Category of Director	Managing Director	Managing Director
Date of Birth	24-03-1991	03-01-1993
Nationality	Indian	Indian
Date of Appointment on the Board	12-05-2025	18-10-2022
Date of appointment in current terms	12-05-2025	-
Qualifications	MCA	Bachelors in Engineering
Expertise in specific functional area	Mr. Kalpesh Dilipbhai Amlani (DIN: 08640953) living in Ahmedabad, Gujarat is having expertise in Business Strategy. He possesses vast experience and sound knowledge in varied fields. His strong social network along with his expert advice will become useful for the Company's growth and development in long run.	Mr. Sendhabhai Makvana holding valid Director Identification Number (DIN: 09756503), aged about 30 years, has completed his Bachelors in Engineering from Gujarat University. He is having 5 years of experience in Diamond Industry. He is very much instrumental in field of General Management.
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	There is no change in the terms and conditions already approved	There is no change in the terms and conditions already approved
Remuneration last drawn (including sitting fees, if any)	Rs. 600,000	Nil
Remuneration sought to be paid	There is no change or modifications in the Terms and Conditions	There is no change or modifications in the Terms and Conditions.
Number of Board Meetings attended during the Financial Year 2024-25	15	15
Directorship held in other companies*	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable
Memberships / Chairmanships of committees of public companies**	Nil	Nil
Inter-se Relationship with other Directors	NA	NA

* Excluding Section 8 and Foreign Companies

**Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship across all Listed Companies including this company.