

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **Eraaya Lifespaces Limited** will be held on **Monday, June 08, 2026**, at 11:30 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

SPECIAL BUSINESSES:**ITEM NO.1:****CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 45 of the SEBI Listing Regulations (as amended up to date), the provisions of the Memorandum and Articles of Association of the Company, any other applicable law(s), rule(s), regulation(s), guideline(s), circular(s) for the time being in force and subject to all other necessary approvals, consents, sanctions and permissions as may be required under applicable laws including that of the Central Government (Ministry of Corporate Affairs or MCA), Stock Exchanges and any other appropriate regulatory/statutory authorities/departments as may be necessary, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from 'Eraaya Lifespaces Limited' to '**Ebix Limited**'.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents, papers and places, as applicable shall stand altered as below:

I. The Name of the Company is '**Ebix Limited**'

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any of its duly constituted Committee or any officers / executives / representatives / legal counsels / advisors / consultants and / or any other person so authorized by the Board) and/or Company Secretary of the Company, severally and jointly, be and are hereby authorized, on behalf of the Company to perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory / regulatory authorities, and to execute all such forms, papers, deeds, documents, instruments, writings as may be necessary including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the applicable offices of the MCA and other regulatory authorities, to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection including the power to delegate all or any of the powers conferred herein, or otherwise as deemed fit by the Board to be in the best interest of the Company in order to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise."

ITEM NO.2:**APPOINTMENT OF PROF. ANIL KUMAR (DIN: 09477565) AS DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Prof. Anil Kumar (DIN: 09477565) who was appointed as Additional Director in the Non-Executive Category by the Board of Directors on May 11, 2026 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing him candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company in the Non-Executive Category on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO.3:**APPOINTMENT OF PROF. ANIL KUMAR (DIN: 09477565) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Prof. Anil Kumar (DIN: 09477565), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non- Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 11, 2026 to May 10, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO.4:**APPOINTMENT OF MR. SUSHIL GUPTA (DIN: 11706945) AS DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force). Mr. Sushil Gupta (DIN: 11706945) who was appointed as Additional Director in the Executive Category by the Board of Directors in its meeting held on May 11, 2026 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company in the Executive Category liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO.5:**APPOINTMENT OF MR. ASHISH SHARMA (DIN: 11708764) AS DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Mr. Ashish Sharma (DIN: 11708764) who was appointed as Additional Director in the Executive Category by the Board of Directors in its meeting held on May 11, 2026 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company in the Executive Category liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO.6:**APPOINTMENT OF MRS. ILA GUPTA (DIN: 06410275) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulations 16, 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time, subject to the provisions of the Articles of Association of the Company, and such other necessary approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Ila Gupta (DIN: 06410275) be and is hereby appointed as a Non-Executive, Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act in the prescribed manner from a member proposing her candidature for the office of the Director, not liable to retire by rotation, for the 1st term of 5 (five) consecutive years with effect from January 24, 2025 to January 23, 2030.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO.7:**ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS FOR A CONSIDERATION OTHER THAN CASH (SWAP OF SHARES)**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "Act"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("**SEBI**") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals,

consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), approval of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allotment of 28,60,412 (Twenty-Eight Lakh Sixty Thousand Four Hundred Twelve Only) equity shares having face value of Re.1/- (Rupee One Only) each, fully paid up, on a preferential basis to the following persons belonging to the Non-Promoter Category (hereinafter referred to as the "Proposed Allottees), at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per equity share (including a premium of Rs. 31/- per share), being not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, rules, and regulations, for a consideration other than cash by way of a share-swap arrangement, in lieu of the Proposed Allottees' existing 2.42% equity interest in Ebix Inc. (a subsidiary of the Company) and towards the discharge/settlement of certain financial and contractual obligations owed to them, pursuant to the Share Allotment Agreement dated November 06, 2025 executed among the Company, the Proposed Allottees and Ebix Inc.

The details of the Proposed Allottee and the number of Equity Shares of the Company proposed to be allotted are set forth in the table below:

Name of existing shareholders of Ebix Inc./ Proposed Allottees	Category of the Proposed Allottee	Number of Equity Shares to be allotted of Eraaya Lifespaces Limited	No. of shares held by the respective allottees in Ebix Inc.
Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One	Non-Promoter	16,50,172	27,658
Watch Hill Capital LLC	Non-Promoter	12,10,240	20,742
Total		28,60,412	48,400

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of equity shares proposed to be allotted to Proposed Allottee shall be May 08, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Monday, June 08, 2026).

RESOLVED FURTHER THAT the equity shares to be allotted to Proposed Allottee, in lieu of their existing equity interest in Ebix Inc. and certain other obligations. i.e. for a consideration other than cash (swap of shares), shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The shares shall be allotted to the Proposed Allottees subject to the transfer and receipt of the corresponding shares from the Proposed Allottees.
- b) The pre-preferential shareholding, if any, of Proposed Allottee and the equity shares to be allotted to Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- c) The equity shares to be allotted to Proposed Allottee as per this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted thereunder.
- d) The allotment of equity shares to Proposed Allottee shall be made in dematerialized form only.
- e) The allotment of equity shares will be completed within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by the SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.
- f) The equity shares to be allotted shall rank pari-passu with the existing equity shares of the Company in all respects including as to dividend and / or any other corporate actions / benefits, if any, for which the book closure or the record date falls subsequent to the allotment of the equity shares.
- g) The equity shares to be allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company and other applicable laws, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or Executive Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approvals, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of equity shares, signing of all the deeds and documents as may be required without being required to seek any further approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or Key Managerial Personnel or any other officer(s) of the Company."

ITEM NO.8:**ISSUANCE OF UP TO 3,12,41,250 (THREE CRORE TWELVE LAKH FORTY-ONE THOUSAND TWO HUNDRED FIFTY ONLY) FULLY CONVERTIBLE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER/PROMOTER GROUP AND NON-PROMOTER, PUBLIC CATEGORY**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, in one or more tranches, up to 3,12,41,250 (Three Crore Twelve Lakh Forty-One Thousand Two Hundred Fifty Only) Fully Convertible Warrants Convertible into equivalent number of fully paid up equity share of the Company having face value of Re. 1/- (Rupee Ten Only), to the persons belonging to "Promoter/Promoter Group and "Non-Promoter, Public Category", at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per warrant higher than the floor price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 99,97,20,000 (Rupees Ninety-Nine Crore Ninety-Seven Lakh Twenty Thousand Only), on such further terms and conditions as detailed herein below, to the below mentioned person ("Proposed Allottee"):

S. No.	Name of the Proposed Allottees	Warrants to be allotted on Preferential basis Maximum Quantity for the respective allottee
A	Promoter/Promoter Group	
1	Vikas Garg	6,00,000

2	Advicka Finvest Limited	65,00,000
3	Just Right Life Limited	75,00,000
Total (A)		1,46,00,000
B	Non-Promoter, Public Category	
1	Abhik Gupta	6,25,000
2	Akshara Sharma	1,56,250
3	Avee Goel	2,81,250
4	Devang Chandrakantbhai Shah	2,00,000
5	Geeta Mittal	1,56,250
6	Harsh Sarwankumar Saraf	15,00,000
7	Invicta Capserv Private Limited	6,25,000
8	Ishita V Chirrimar	1,00,000
9	Kishanlal Devidutt Saraf	5,00,000
10	Mannat Estates	3,12,500
11	Mukul Gupta	6,25,000
12	Narendra Plastic Pvt Ltd	3,00,000
13	Nicky Amit Mittal	3,00,000
14	Payal S Agarwal	1,00,000
15	Prachi Jain	1,56,250
16	Prakash Chand Sharma	3,12,500
17	Prakash Chand Sharma HUF	3,12,500
18	Prakash Chandra Upadhyay	1,00,000
19	Puneet Mittal	1,56,250
20	Rashmi Dahiya	1,00,000
21	Rhea Ajay Sanghvi	60,000
22	Ritika Sharma	3,12,500
23	Saket Motilal Jalan	3,50,000
24	Sanjana Khurana	3,12,500
25	Santosh Sharma	3,12,500
26	Satwinder Kaur Sirsa	6,25,000
27	Seema Gupta	2,00,000
28	Sharad Rathi	40,00,000
29	Shirisha Bhasker Motadoo	50,000
30	Sneha Garg	7,75,000
31	Sudesh Kumar Goel	2,81,250
32	Suresh Sharma	1,56,250
33	Tarun Sharma	3,12,500
34	Vani Goel	62,500
35	Vedika Anup Gupta	1,00,000
36	Vijay Vinodchandra Shah	1,00,000
37	Vikram Chirimar	2,00,000
38	Vishal Garg	11,00,000
39	VSHM Asset Management LLP	3,12,500
40	Zeba Rajesh Kohli	1,00,000
Total (B)		1,66,41,250
Grand Total (A+B)		3,12,41,250

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be May 08, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Monday, June 08, 2026).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Re. 1/- (Rupee One Only) each ("Equity Shares") at the option of Proposed Allottee, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and /or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be

conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/ Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company."

ITEM NO.9:**TO APPROVE RAISING OF FUNDS THROUGH ISSUANCE OF SECURITIES BY THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (the 'Act'), , the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI'), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'ICDR Regulations'), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, rights issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Re. 1 (Rupees One) each or through an issuance of Global Depository Receipts ('GDRs'), Foreign Currency Convertible Bonds ('FCCBs'), fully convertible debentures/partly convertible debentures/ nonconvertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares/any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter

collectively referred to as the 'Securities') or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the 'Investors'), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) not exceeding Rs. 325,00,00,000/- (Rupees Three Hundred Twenty Five Crores Only), in one or more tranches.

RESOLVED FURTHER THAT

- a. the offer, issue and allotment of the Equity Shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and
- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

RESOLVED FURTHER THAT subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions: a. in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares pursuant

to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately; b. in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members; c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT

- a. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- c. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- d. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions."

ITEM NO.10:

TO AUTHORISE THE BOARD OF DIRECTORS TO BORROW MONEY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard if any, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, the consent of the Company be and is hereby accorded to authorize

the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any duly constituted committee thereof) to borrow money on behalf of the Company, from time to time, so that any sum or sums of monies so borrowed together with the monies already borrowed by the Company (apart from temporary loans i.e. loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character) may exceed the aggregate of the paid up share capital of the Company, its free reserves and securities premium, if any, provided that the total amount so borrowed shall not at any time exceed ₹ 3500 Crores (Rupees Three Thousand and Five Hundred Crores only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

ITEM NO.11:

MEMBERS APPROVAL FOR SECURING THE BORROWINGS OF THE COMPANY UNDER SECTION 180(1) (a) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, lease, transfer, assign, dispose of or otherwise deal with the whole or substantially the whole of the undertaking(s) of the Company, whether movable or immovable, in one or more tranches, on such terms and conditions and in such manner as the Board may deem fit and in the best interests of the Company.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby also accorded to the Board of Directors of the Company to mortgage, pledge, hypothecate and/or create charge, whether fixed or floating, on all or any part of the movable and/or immovable properties and/or undertaking(s) of the Company, present and/or future, in favour of banks, financial institutions, lenders, debenture trustees, security trustees or any other persons/entities, from time to time, for securing borrowings, financial assistance or obligations of the Company and/or any third party, together with interest, costs, charges, expenses and all other monies payable in connection therewith, provided that the aggregate indebtedness so secured by the assets of the Company shall not exceed ₹3,500 Crores (Rupees Three Thousand Five Hundred Crores only).

RESOLVED FURTHER THAT for the purposes of this resolution, the terms "undertaking" and "substantially the whole of the undertaking" shall have the meaning assigned to them under the Explanation to Section 180(1)(a) of the Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO.12:**GIVING LOAN AND GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY SPECIFIED PERSON UNDER SECTION 185 OF THE COMPANIES, ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals as may be required in that behalf, and in supersession of all the earlier resolutions passed in this regard if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company Interested / deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns / forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary incidental and ancillary in order to give effect to this Resolution."

ITEM NO.13:**TO MAKE LOAN AND INVESTMENT EXCEEDING THE CEILING PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and in supersession of the resolution passed earlier, if any, the approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to (i) give any loan to any person or other body corporate, (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional

investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 3500 crore (Rupees Three Thousand Five Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

ITEM NO.14:

TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED INTO BY THE COMPANY AND ITS SUBSIDIARY(IES)/STEP-DOWN SUBSIDIARY(IES), JOINT VENTURE(S), ASSOCIATE ENTITY(IES) AND THEIR RESPECTIVE RELATED PARTIES DURING THE FINANCIAL YEAR 2026-27

*To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time, the applicable Accounting Standards, the Company's Policy on Related Party Transactions and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), for entering into, undertaking, continuing, modifying, renewing and/or ratifying material related party transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transaction(s) or transaction(s) taken together or a series of transaction(s) or otherwise, by and between the Company and/or its subsidiary(ies)/step-down subsidiary(ies), joint venture(s), associate entity(ies) and their respective related parties, during the financial year 2026-27, in the ordinary course of business and on an arm's length basis, for an aggregate value not exceeding the limits mentioned hereinbelow:

S. No.	Name of Entity/Company	Name of Related Party	Nature of Relationship with respect to Eraaya Lifespaces Limited	Up to Amount (Rs. in Crores)	Nature of Transaction
1	Eraaya Lifespaces Ltd	Ebix Technologies Limited	Step down subsidiary	500	providing and/or receiving fund-based or non-fund based support including loans, advances, guarantees,
2	Eraaya Lifespaces Ltd	Ebix Travels Private Limited	Step down subsidiary	350	
3	Eraaya Lifespaces Ltd	Ebix Cash World Money Limited	Step down subsidiary	500	

4	Eraaya Lifespaces Ltd	Ebix Payment Services Private Limited	Step down subsidiary	350	securities, ICDs, equity/debt and other financial assistance, together with related interest, commission and other income/expenses; purchase, sale, lease or supply of goods and services; and availing/rendering shared services and business support services including manpower, infrastructure, IT/digital services, cloud, analytics, cyber security, management support, brand usage/royalty, reimbursements and other allied or incidental transactions.
5	Eraaya Lifespaces Ltd	Ebix Emobility Limited	Step down subsidiary	350	
6	Eraaya Lifespaces Ltd	Ebix INC	Subsidiary	500	
7	Eraaya Lifespaces Ltd	Ebix International Holding UK	Step down subsidiary	350	
8	Eraaya Lifespaces Ltd	Any other existing and/or future subsidiaries, step- down subsidiaries, joint venture(s), associate company(ies)	subsidiaries, step- down subsidiaries, joint venture(s), associate company(ies)	500	
9	Ebix Technologies Limited	Smartclass Educational Services Pvt Ltd.	Step down subsidiary	350	
10	Ebix Technologies Limited	Ebix Emobility Limited	Step down subsidiary	500	
11	Ebix Cash World Money Limited	Ebix Technologies Limited	Step down subsidiary	250	
12	Ebix Emobility Limited	Ebix Payment Services Pvt Ltd	Step down subsidiary	500	
13	Ebix Travels Private Limited	Mercury Travels Private Limited	Step down subsidiary	350	
14	Ebix Money Express Pvt. Ltd.	EbixCash World Money Ltd	Step down subsidiary	250	
15	Ebix Inc.	With other subsidiaries of company	Subsidiary	1500	
16	Ebix International Holdings Ltd	Ebix Asia Holdings Inc.; Ebix Asia Pacific FZ- LLC; Ebix Singapore Pte. Ltd	Step down subsidiary	1500	
17	Ebix Technologies Limited	Ebix Asia Pacific FZ- LLC; Ebix Singapore Pte. Ltd; Ebix Inc.; Ebix Australia (VIC) Pty Ltd	Step down subsidiary	750	

18	Ebix Latin America Technologia E Consultoria LTDA	Ebix Singapore Pte. Ltd; Ebix Inc.; Ebix International Holdings Ltd	Step down subsidiary	750	
19	Ebix Singapore Pte. Ltd	Ebix Australia (VIC) Pty Ltd; Ebix Inc.; Ebix International Holdings Ltd	Step down subsidiary	750	

RESOLVED FURTHER THAT the aforesaid related party transactions shall be entered into by the Company and/or its subsidiary(ies)/step-down subsidiary(ies), joint venture(s) and associate entity(ies) in the ordinary course of business and on an arm's length basis and in accordance with the applicable provisions of the Companies Act, 2013, the Listing Regulations and other applicable laws, rules, regulations, circulars and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute, amend, renew, vary, modify and/or revise the terms and conditions of the aforesaid transaction(s), agreement(s), contract(s) and arrangement(s) and to determine the actual quantum, nature and scope of transactions to be undertaken from time to time within the aforesaid limits, as may be considered necessary, expedient or desirable in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, Director(s), Key Managerial Personnel, officer(s) and/or authorised representative(s) of the Company, to do all such acts, deeds, matters and things and execute all such documents, agreements, writings and instruments as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

ITEM NO.15:

TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED INTO BY THE COMPANY WITH VIKAS LIFECARE LIMITED, BEING AN ENTITY HAVING SAME PROMOTER AND/OR PROMOTER GROUP OF THE COMPANY, DURING THE FINANCIAL YEAR 2026-27

*To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time, the applicable Accounting Standards, the Company's Policy on Related Party Transactions and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), for entering into, undertaking,

continuing, renewing, modifying and/or ratifying material related party transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transaction(s) or transaction(s) taken together or a series of transaction(s) or otherwise, by and between the Company and Vikas Lifecare Limited, being an entity forming part of the same promoter and/or promoter group of the Company, during the financial year 2026-27, for an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only), in relation to various operational, financial, commercial and business support transactions, including financial assistance by way of loans, advances, inter-corporate deposits (ICDs), investments, subscription to securities, guarantees, securities and other fund-based and/or non-fund based support, together with shared services, infrastructure and technology support, management support services, purchase, sale or supply of goods and services, reimbursements and other allied or incidental transactions, as may be mutually agreed between the parties from time to time, in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the aforesaid related party transaction(s) shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the Listing Regulations and other applicable laws, rules, regulations, circulars and guidelines, as may be amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute, amend, renew, vary, modify and/or revise the terms and conditions of the aforesaid transaction(s), agreement(s), contract(s) and arrangement(s), and to determine the actual quantum, nature, timing and scope of the transactions to be undertaken from time to time within the aforesaid limits, as may be considered necessary, expedient or desirable in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors, Director(s), Key Managerial Personnel, officer(s) and/or authorised representative(s) of the Company, to do all such acts, deeds, matters and things and execute all such documents, agreements, writings and instruments as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and matters connected therewith or incidental thereto."

ITEM NO.16:

TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED INTO BY THE COMPANY WITH ADVIK CAPITAL LIMITED, BEING AN ENTITY HAVING SAME PROMOTER AND/OR PROMOTER GROUP OF THE COMPANY, DURING THE FINANCIAL YEAR 2026-27

*To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time, the applicable Accounting Standards, the Company's Policy on Related Party Transactions and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), for entering into, undertaking,

continuing, renewing, modifying and/or ratifying material related party transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transaction(s) or transaction(s) taken together or a series of transaction(s) or otherwise, by and between the Company and Advik Capital Limited, being an entity forming part of the same promoter and/or promoter group of the Company, during the financial year 2026-27, for an aggregate amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores Only), in relation to various operational, financial, commercial and business support transactions undertaken in the ordinary course of business and on an arm's length basis, including financial assistance by way of loans, advances, inter-corporate deposits (ICDs), investments, subscription to securities, guarantees, securities and other fund-based and/or non-fund based support, together with shared services, infrastructure and technology support, management support services, purchase, sale or supply of goods and services, reimbursements and other allied or incidental transactions, as may be mutually agreed between the parties from time to time.

RESOLVED FURTHER THAT the aforesaid related party transaction(s) shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the Listing Regulations and other applicable laws, rules, regulations, circulars and guidelines, as may be amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute, amend, renew, vary, modify and/or revise the terms and conditions of the aforesaid transaction(s), agreement(s), contract(s) and arrangement(s), and to determine the actual quantum, nature, timing and scope of the transactions to be undertaken from time to time within the aforesaid limits, as may be considered necessary, expedient or desirable in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors, Director(s), Key Managerial Personnel, officer(s) and/or authorised representative(s) of the Company, to do all such acts, deeds, matters and things and execute all such documents, agreements, writings and instruments as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and matters connected therewith or incidental thereto."

ITEM NO.17:

TO CONSIDER AND RATIFY THE MATERIAL RELATED PARTY TRANSACTIONS ENTERED INTO BY THE COMPANY AND ITS SUBSIDIARY(IES)/STEP-DOWN SUBSIDIARY(IES), JOINT VENTURE(S), ASSOCIATE ENTITY(IES) AND THEIR RESPECTIVE RELATED PARTIES DURING THE FINANCIAL YEAR 2025-26

*To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time, the applicable Accounting Standards, the Company's Policy on Related Party Transactions and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for ratification of the material related party transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transaction(s) or transaction(s) taken together or a series of transaction(s) or otherwise, entered into and/or undertaken by the Company and/or its subsidiary(ies)/step-down

subsidiary(ies), joint venture(s), associate entity(ies) and their respective related parties during the financial year 2025-26, in the ordinary course of business and on an arm's length basis, for an aggregate value not exceeding the limits mentioned hereinbelow:

S. No.	Name of Entity/Company	Name of Related Party	Nature of Relationship with respect to Eraaya Lifespaces Limited	Up to Amount (Rs. in Crores)	Nature of Transaction
1	Eraaya Lifespaces Ltd	Ebix Technologies Limited	Step down subsidiary	500	providing and/or receiving fund-based or non-fund based support including loans, advances, guarantees, securities, ICDs, equity/debt and other financial assistance, together with related interest, commission and other income/expenses; purchase, sale, lease or supply of goods and services; and availing/rendering shared services and business support services including manpower, infrastructure, IT/digital services, cloud, analytics, cyber security, management support, brand usage/royalty, reimbursements and other allied or incidental transactions.
2	Eraaya Lifespaces Ltd	Ebix Travels Private Limited	Step down subsidiary	350	
3	Eraaya Lifespaces Ltd	Ebix Cash World Money Limited	Step down subsidiary	500	
4	Eraaya Lifespaces Ltd	Ebix Payment Services Private Limited	Step down subsidiary	350	
5	Eraaya Lifespaces Ltd	Ebix Emobility Limited	Step down subsidiary	350	
6	Eraaya Lifespaces Ltd	Ebix INC	Subsidiary	500	
7	Eraaya Lifespaces Ltd	Ebix International Holding UK	Step down subsidiary	350	
8	Eraaya Lifespaces Ltd	Any other existing and/or future subsidiaries, step- down subsidiaries, joint venture(s), associate company(ies)	subsidiaries, step- down subsidiaries, joint venture(s), associate company(ies)	500	
9	Ebix Technologies Limited	Smartclass Educational Services Pvt Ltd.	Step down subsidiary	350	
10	Ebix Technologies Limited	Ebix Emobility Limited	Step down subsidiary	500	
11	Ebix Cash World Money Limited	Ebix Technologies Limited	Step down subsidiary	250	
12	Ebix Emobility Limited	Ebix Payment Services Pvt Ltd	Step down subsidiary	500	
13	Ebix Travels Private Limited	Mercury Travels Private Limited	Step down subsidiary	350	
14	Ebix Money Express Pvt. Ltd.	EbixCash World Money Ltd	Step down subsidiary	250	

15	Ebix Inc.	With other subsidiaries of company	Subsidiary	1500
16	Ebix International Holdings Ltd	Ebix Asia Holdings Inc.; Ebix Asia Pacific FZ- LLC; Ebix Singapore Pte. Ltd	Step down subsidiary	1500
17	Ebix Technologies Limited	Ebix Asia Pacific FZ- LLC; Ebix Singapore Pte. Ltd; Ebix Inc.; Ebix Australia (VIC) Pty Ltd	Step down subsidiary	750
18	Ebix Latin America Technologia E Consultoria LTDA	Ebix Singapore Pte. Ltd; Ebix Inc.; Ebix International Holdings Ltd	Step down subsidiary	750
19	Ebix Singapore Pte. Ltd	Ebix Australia (VIC) Pty Ltd; Ebix Inc.; Ebix International Holdings Ltd	Step down subsidiary	750

RESOLVED FURTHER THAT the aforesaid related party transactions entered into during the financial year 2025-26 shall be deemed to have been duly approved and ratified by the Members of the Company and shall continue to remain valid and binding.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and instruments as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution and matters connected therewith or incidental thereto."

ITEM NO.18:

TO CONSIDER AND RATIFY THE MATERIAL RELATED PARTY TRANSACTIONS ENTERED INTO BY THE COMPANY WITH VIKAS LIFECARE LIMITED, BEING AN ENTITY HAVING SAME PROMOTER AND/OR PROMOTER GROUP OF THE COMPANY, DURING THE FINANCIAL YEAR 2025-26

*To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, applicable Accounting Standards, the Company's Policy on Related Party Transactions and other applicable laws, rules, regulations and guidelines, as amended from time to time, and pursuant to the approval of the Audit Committee and the Board of

Directors of the Company, consent of the Members of the Company be and is hereby accorded for ratification and approval of the material related party transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transaction(s) or transaction(s) taken together or a series of transaction(s) or otherwise, entered into and/or undertaken by and between the Company and Vikas Lifecare Limited, being an entity forming part of the same promoter and/or promoter group of the Company, during the financial year 2025-26, for an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only), in relation to various operational, financial, commercial and business support transactions, including financial assistance by way of loans, advances, inter-corporate deposits (ICDs), investments, subscription to securities, guarantees, securities and other fund-based and/or non-fund based support, together with shared services, infrastructure and technology support, management support services, purchase, sale or supply of goods and services, reimbursements and other allied or incidental transactions, undertaken in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT all such related party transaction(s) entered into during the financial year 2025-26 shall be deemed to have been duly approved and ratified by the Members of the Company and shall continue to remain valid, binding and enforceable.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and instruments as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and matters connected therewith or incidental thereto."

ITEM NO.19:

TO CONSIDER AND RATIFY THE MATERIAL RELATED PARTY TRANSACTIONS ENTERED INTO BY THE COMPANY WITH ADVIK CAPITAL LIMITED, BEING AN ENTITY HAVING SAME PROMOTER AND/OR PROMOTER GROUP OF THE COMPANY, DURING THE FINANCIAL YEAR 2025-26

*To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time, the applicable Accounting Standards, the Company's Policy on Related Party Transactions and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for ratification and approval of the material related party transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transaction(s) or transaction(s) taken together or a series of transaction(s) or otherwise, entered into and/or undertaken by and between the Company and Advik Capital Limited, being an entity having same promoter and/or promoter group of the Company, during the financial year 2025-26, for an aggregate amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores Only), in relation to various operational, financial, commercial and business support transactions undertaken in the ordinary course of business and on an arm's length basis, including financial assistance by way of loans, advances, inter-corporate deposits (ICDs), investments, subscription to securities, guarantees, securities and other fund-based and/or non-fund based support, together with shared services, infrastructure and technology support, management support services,

purchase, sale or supply of goods and services, reimbursements and other allied or incidental transactions, as may have been mutually agreed between the parties from time to time.

RESOLVED FURTHER THAT the aforesaid related party transaction(s) shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the Listing Regulations and other applicable laws, rules, regulations, circulars and guidelines, as may be amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute, amend, renew, vary, modify and/or revise the terms and conditions of the aforesaid transaction(s), agreement(s), contract(s) and arrangement(s), and to determine the actual quantum, nature, timing and scope of the transactions to be undertaken from time to time within the aforesaid limits, as may be considered necessary, expedient or desirable in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors, Director(s), Key Managerial Personnel, officer(s) and/or authorised representative(s) of the Company, to do all such acts, deeds, matters and things and execute all such documents, agreements, writings and instruments as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and matters connected therewith or incidental thereto."

ITEM NO.20:

CONVERSION OF LOAN INTO EQUITY SHARES

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

"RESOLVED THAT pursuant to Section 62(3), 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof), on the terms & conditions contained in the financing documents such terms & conditions to provide, inter alia to convert the whole or part of the outstanding loans of the Company, from the Lenders (promoters, promoter group, related parties or non-promoter entities or banks or non-banking financial company, financial institutions) at the option of the Lenders, the loans or any other financial assistance categorised as loans (hereinafter referred to as the "Financial Assistance"), in Foreign Currency or Indian Rupees as may be availed from the Lenders, from time to time, consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, into fully paid- up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders(or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

a. the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;

b. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders and the Lenders may accept the same in satisfaction of the part of the loans so converted;

c. the whole or part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion. The equity shares so allotted and issued to the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

d. save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;

e. in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders, to ensure that the equity shares are listed as required by the Lenders;

f. the loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India and / or Reserve Bank of India, regulations/guidelines, at the time of such conversion and in case of rights issues, the conversion shall take place at the offer price in the rights issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

ITEM NO.21:**APPROVAL FOR RECOUPMENT OF INTRAGROUP SERVICE CHARGES FROM ITS SUBSIDIARIES AND STEP-DOWN SUBSIDIARIES**

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

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and any other competent authorities; and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, Stock Exchanges, Reserve Bank of India, and other statutory or regulatory authorities, and subject to such conditions or modifications as may be prescribed by any of them and as may be accepted by the Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee thereof), approval of Members of the Company be and is hereby accorded to the Board to recoup the amount from its subsidiaries, step-down subsidiaries operating under Ebix Inc. or otherwise, (whether operating in India or abroad), all costs and expenses incurred by the Company being Ultimate Parent Company of the entire group in connection with the provision of management support services, administrative and corporate advisory functions, technical or operational consultancy, strategic direction, financial oversight, human resources support, IT and system management, and any other intragroup services rendered for the benefit of the said subsidiaries; provided that the total amount chargeable from its subsidiaries, step-down subsidiaries operating under Ebix Inc. or otherwise in any financial year shall not exceed 5% (five percent) or such other percentage, as may be mutually agreed or permitted under the applicable laws, of the annual turnover of the respective subsidiary for that financial year, and that such charges or additional service fee, shall be levied in accordance with applicable transfer pricing regulations, arm's-length principles.

RESOLVED THAT such charges to be charged from all its subsidiaries, step-down subsidiaries operating under Ebix Inc. or otherwise, whether operating in India or abroad, in respect of the management support, administrative, consultancy, technical and other intragroup services rendered by the Ultimate Parent Company i.e. Eraaya Lifespaces Limited, shall be computed on the basis of operating expenses incurred by the Ultimate Parent Company, that are directly or indirectly attributable to the services rendered, including but not limited to employee costs, administrative overheads, technology and system costs, managerial time allocation, and any other legitimate expenditure incurred for the benefit of the subsidiary and an appropriate markup or service fee, to be determined in accordance with the arm's-length by the Board, by adopting a consistent, rational, and uniformly implemented methodology for recovering such charges from all its subsidiaries, ensuring fairness, transparency, and adherence to arm's-length principles subject to requisite business discretion.

RESOLVED FURTHER THAT the computation and recovery of such charges shall be carried out in compliance with and subject to all applicable provisions of statutes of the respective jurisdiction, including but not limited to Section 92 to 92F of the Income-tax Act, 1961, and corresponding rules

and further guided by the OECD Transfer Pricing Guidelines, Goods and Services Tax (GST) laws, including the provisions relating to export of services under provision of the Integrated Goods and Services Tax Act, 2017, and the applicable rules for valuation of cross-border services between related parties, Foreign Exchange Management Act (FEMA), 1999, and the regulations thereunder including the Foreign Exchange Management (Export of Services) Regulations, as applicable.

RESOLVED FURTHER THAT any Executive Director or Key Managerial Personnel ('KMP') of the Company be and is hereby authorised severally to sign, execute, and deliver all documents, agreements, declarations, transfer pricing certificates, undertakings, and correspondence as may be necessary or required to give full effect to this Resolution, and to prepare, finalise, and issue invoices to the subsidiary, including undertaking all acts, deeds and actions necessary for the recovery, collection, and realisation of amounts due from the subsidiary.

RESOLVED FURTHER THAT the aforesaid authorised person(s) be and are hereby empowered to appoint, engage, or retain any legal firm, consultant, tax advisor, accountant, or other professional(s) as may be deemed necessary or expedient for the proper implementation and compliance of the matters approved under this resolution, and to do all such acts, deeds, and things as may be required in this regard.

RESOLVED FURTHER THAT any and all acts, actions, decisions, or steps already taken by any Director or officer of the Company in relation to, or in connection with, the matters set out in the foregoing resolutions be and are hereby ratified, confirmed, and approved in all respects as the lawful acts of the Company.

**By order of the Board of Directors
Eraaya Lifespaces Limited**

Urvashi Updhayay
Company Secretary & Compliance Officer

Place: New Delhi
Date: May 16, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Businesses as set out and the relevant details as per Listing Regulations and Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and other subsequent relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
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. The EGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and the attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Accordingly, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed 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. 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 engaged 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.

8. Notice calling the EGM pursuant to section 101 of the Companies Act read with the Rules framed there under is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA or the Depository Participant(s). The Company will not be dispatching physical copies of such Notice of EGM to any Member. Members are requested to register /update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with RTA by following due procedure. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.eraayalife.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com
9. The Company has appointed Mr. Rohit Goel, Proprietor of M/s. VK Goel Associates, a Practicing Advocate, as Scrutinizer to scrutinize the remote e-voting process and through poll at the General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

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

The remote e-voting period begins on Friday, June 05, 2026 at 09:00 A.M. and ends on Sunday, June 07, 2026 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. Monday, June 01, 2026 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 Monday, June 01, 2026.

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.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication,

you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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

	<p>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.</p> <p>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.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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.

How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. Now, you will have to click on "Login" button.

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 rohitgoel1975@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 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 demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@eraayalife.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.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@eraayalife.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@eraayalife.com between May 30, 2026 (9.30 a.m. IST) and June 01, 2026 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Members who have cast their votes by remote E-Voting prior to the EGM may also attend/ participate in the meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
8. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the EGM by email and holds shares as on the cut-off date i.e. December 02, 2025, may obtain the User ID and password by sending a request at evoting@nsdl.com. However,

if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com.

9. Mr. Rohit Goel, Proprietor of M/s. VK Goel Associates, a Practicing Advocate, as Scrutinizer to scrutinize the remote e-voting process and through poll at the General Meeting in a fair and transparent manner and he has communicated her willingness to be appointed and will be available for same purpose.
10. The Chairperson shall, at the EGM, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those Members who are present at the EGM but have not cast their votes by availing the remote e-Voting facility.
11. The Scrutinizer shall after the conclusion of voting at the EGM, submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than two working days of the conclusion of the EGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.eraayalife.com and on the website of NSDL and BSE Limited.



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

Item no. 1.

The Members are aware that pursuant to the successful acquisition of Ebix Inc. and its global subsidiaries, and with a view to more appropriately reflect the transformed business profile, global operations, strategic direction and long-term vision of the Company, as well as to align the corporate identity of the Company with the internationally recognised "Ebix" brand and establish a unified global brand architecture across the group entities, the Board of Directors of the Company, at its meeting held on February 12, 2025, had approved the proposal for change of name of the Company from "Eraaya Lifespaces Limited" to "Ebix Limited", subject to the approval of the shareholders and receipt of requisite statutory and regulatory approvals; however, the said proposal could not be implemented at the relevant time owing to certain procedural and technical constraints, including non-receipt of the requisite majority approval from the shareholders.

Since then, the Company has witnessed significant growth and strategic transformation across domestic and global markets, resulting in substantial expansion in the scale, nature and geographical footprint of its operations, with the Ebix group entities now forming an integral part of the Company's overall business structure and global operations, and accordingly, in view of the aforesaid developments, the Board of Directors considers it appropriate and strategically desirable to change the name of the Company from "Eraaya Lifespaces Limited" to "Ebix Limited", subject to the approval of the Members and receipt of requisite statutory and regulatory approvals, as the proposed name would enable the Company to effectively leverage the global goodwill, market recognition and brand equity associated with the internationally recognised "Ebix" brand while creating a more aligned and unified corporate identity in line with the Company's present business profile, operations and global presence.

Pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, approval of the Members by way of a Special Resolution is required for effecting the proposed change in the name of the Company and the consequential amendments to the Memorandum of Association and Articles of Association of the Company.

It may please be noted that Registrar of Companies / Central Registration Centre (CRC) has already confirmed availability of the proposed name "Ebix Limited".

Further, a certificate issued by the Practicing Chartered Accountant confirming compliance with the conditions prescribed under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure – A**.

The proposed change of name shall not affect the legal status, constitution, business operations, rights or obligations of the Company or of any of its stakeholders. The change of name shall be subject to receipt of all necessary statutory and regulatory approvals, including approval of the Ministry of Corporate Affairs.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item no. 2, 3, 4 and 5.

Considering the vacancies arising in the Board of Directors consequent to the resignations of certain Directors, and having regard to the status quo directions issued by the Hon'ble National Company Law Tribunal vide its Order dated February 13, 2025 with respect to the composition of the Board of Directors of the Company, and in order to ensure uninterrupted governance and operational oversight in line with the Company's ongoing business requirements and growth objectives, on the basis of Nomination and Remuneration Committee's recommendations, the Board of Directors of the Company at its meeting held on May 11, 2026, approved the appointment of the following individuals as Additional Directors of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, with the limited objective of ensuring continuity in governance, maintaining the existing Board composition, and facilitating uninterrupted oversight of the Company's ongoing business operations and growth initiatives:

1. Prof. Anil Kumar as an Independent Director in the Non-Executive category;
2. Mr. Sushil Gupta as Director in Executive Category, in addition to his existing responsibilities as Chief Executive Officer of the Company; and
3. Mr. Ashish Sharma as Director in Executive Category, in addition to his existing responsibilities as Chief Financial Officer of the Company.

The aforesaid appointments have been done primarily with the objective of maintaining continuity in the existing Board composition and ensuring compliance with the directions of the Hon'ble NCLT. The appointments are consequential and replacement-oriented in nature, having been necessitated solely on account of the vacancies occasioned by the resignations of Mr. Deepak Singhal, Independent Director, and Mr. Karan Bagga and Mr. Arun Batra, Directors in the Executive category.

Since, the purpose is to maintain the overall Board strength at 10 (Ten) Directors and the existing classification between Executive, Non-Executive and Independent Directors, these appointments are to ensure regulatory compliance, continuity, governance stability, and uninterrupted functioning of the Board in accordance with applicable laws, the directions of the Hon'ble NCLT, and the Company's operational requirements and business considerations and do not, in any manner whatsoever, result in or contemplate any alteration in the control, management, voting structure, governance framework, or decision-making dynamics of the Company.

It may please be noted that in terms of Section 161 of the Companies Act, 2013, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which such Annual General Meeting ought to have been held, whichever is earlier. However, Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandates that approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, and accordingly, approval of the Members is being sought for the appointment of the aforesaid Directors in ensuing Extra Ordinary General Meeting of the members.

The Company has received from the aforesaid appointees all necessary statutory disclosures and declarations, including:

- a) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

- b) Intimation in Form DIR-8 confirming that they are not disqualified from being appointed as Directors in terms of Section 164(2) of the Companies Act, 2013; and
- c) A declaration from Prof. Anil Kumar (DIN: 09477565) confirming that he meets the criteria of independence prescribed under the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board of Directors, Prof. Anil Kumar (DIN: 09477565) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his Appointment as an Independent Director of the Company and is independent of the Management.

Further, Prof. Anil Kumar (DIN: 09477565) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Accordingly, the appointment of Prof. Anil Kumar (DIN: 09477565) as an Independent Director of the Company for a term of five consecutive years commencing from May 11, 2026 up to May 10, 2031 (both days inclusive), not liable to retire by rotation is also being placed before the shareholders for their consideration and approval.

The Board of Directors is of the considered opinion that the appointment and continuation of the aforesaid Directors would be beneficial and in the best interests of the Company considering their respective qualifications, professional experience, expertise, leadership capabilities, and knowledge in the relevant fields.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except the respective appointees, are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2, 3, 4 and 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors of the Company accordingly recommends the Resolutions set out at Item Nos. 2, 3, 4 and 5 of this Notice for approval of the Members by way of Ordinary / Special Resolution(s), as may be applicable.

Additional information in respect of the aforesaid appointments, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), including brief profiles of the appointees, is provided in **Annexure- B** forming part of this Notice.

Item no. 6:

The Board of Directors of the Company, at its meeting held on January 24, 2025, had appointed Mrs. Ila Gupta (DIN: 06410275) as an Independent (Non-Executive) Director of the Company, subject to shareholders' approval and, pursuant to the proviso to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, she continued to hold office as an Independent Director of the Company notwithstanding that the special resolution could not attain the requisite approval threshold at the relevant time despite receiving majority support from the shareholders, and accordingly, in furtherance of the Company's commitment to maintaining high standards of corporate governance and regulatory compliance, the Board has once again recommended the said resolution for the approval of the Members by way of Special Resolution. The Board is of the opinion that Mrs. Ila Gupta possesses the requisite qualifications, experience and expertise and that her continued association would be of significant value and benefit to the Company. Accordingly, the Board recommends her appointment as an Independent (Non-Executive) Director of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the appointment of Mrs. Ila Gupta as an Independent (Non-Executive) Director shall be for a term of five consecutive years commencing from January 24, 2025 up to January 23, 2030 (both days inclusive).

The Board recommends the resolution set forth in Item No. 6 for the approval of the members by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mrs. Ila Gupta, is concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

Additional information in respect of the aforesaid appointment, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), including brief profiles of the appointee, is being provided in **Annexure- B** forming part of this Notice.

Item no. 7:

The Members may recall that the Board of Directors of the Company, at its meeting held on November 14, 2025, had approved the proposal for issuance of equity shares on a preferential basis for consideration other than cash (share swap), subject to the approval of the shareholders and receipt of necessary statutory and regulatory approvals, however, the said proposal could not be implemented at the relevant time owing to certain procedural and technical constraints, including non-receipt of the requisite majority approval from the shareholders.

Though, considering the strategic importance of the transaction and its long-term benefits to the Company, the Board of Directors at their meeting held on May 11, 2026, decided to initiate the issue again, subject to receipt of all necessary approvals, consents, permissions and sanctions as may be required under applicable laws, including the approval of the Members of the Company and the Stock Exchanges.

In this regard, the Members may note that in August 2024, Eraaya Lifespaces Limited successfully acquired Ebix Inc., a U.S.-based multinational provider of on-demand software and e-commerce solutions serving the insurance, financial, healthcare, and e-learning sectors, together with its global subsidiaries, through a court-supervised auction process conducted under Chapter 11 proceedings in the United States. Upon completion of the acquisition, Ebix Inc. emerged from bankruptcy as a debt-free entity, continued its operations as a U.S.-domiciled corporation under applicable federal and state laws, and formally became a subsidiary of your Company, retaining its expansive business footprint through a wide network of subsidiaries operating across multiple continents. This landmark acquisition, spearheaded by Eraaya, is firmly aligned with the Company's long-term vision of diversifying into global, technology-enabled platforms and substantially strengthens its position in high-growth verticals such as digital payments, Insurtech, and SaaS-driven enterprise solutions.

The current shareholding structure of Ebix Inc. is as follows:

Name of Shareholders	No. of Equity Shares	Percentage
Eraaya Lifespaces Limited	19,51,600	97.58
Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One	27,658	1.38
Watch Hill Capital LLC	20,742	1.04
Total	20,00,000	100.00

During the acquisition process, Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One, and Watch Hill Capital LLC (collectively, the "Proposed Allottees") contributed certain financial support for completing the acquisition of Ebix Inc. Accordingly, an aggregate 2.42% equity stake in Ebix Inc. was allotted to them, along with certain associated rights.

Presently, Eraaya Lifespaces Limited holds 97.58% of the equity share capital of Ebix Inc., while the Proposed Allottees collectively hold the remaining 2.42%.

Now, to ensure that Eraaya obtains complete ownership and operational control over Ebix Inc., and with the intent to provide a fair, transparent, and equitable settlement of the financial and contractual obligations owed to the Proposed Allottees, a Share Allotment Agreement dated November 06, 2025, was executed among the Company, the Proposed Allottees, and Ebix Inc. Under the mutually agreed terms of this Agreement:

- The Proposed Allottees shall transfer their entire 2.42% shareholding in Ebix Inc. to Eraaya; and
- In consideration of such transfer, and discharge/settlement of certain financial and contractual obligations owed to them, the Proposed Allottees shall be allotted 28,60,412 (Twenty-Eight Lakh Sixty Thousand Four Hundred Twelve) equity shares of Eraaya Lifespaces Limited, having a face value of Re. 1/- each.

In reference to above, the Board of Directors of the Company at their meeting held on May 11, 2026 subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc. , resolved to issue and allotment of 28,60,412 (Twenty-Eight Lakh Sixty Thousand Four Hundred Twelve Only) equity shares having face value of Re.1/- (Rupee One Only) each, fully paid up, on a preferential basis for consideration other than cash (share swap) to Proposed Allottees, at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per equity share (including a premium of Rs. [31]/- per share), being not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, rules, and regulations.

The details of the Proposed Allottee and the number of Equity Shares of the Company proposed to be allotted are set forth in the table below:

Name of existing shareholders of Ebix Inc./ Proposed Allottees	Category of the Proposed Allottee	Number of Equity Shares to be allotted of Eraaya Lifespaces Limited	No. of shares held by the respective allottees in Ebix Inc.
Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One	Non-Promoter	16,50,172	27,658
Watch Hill Capital LLC	Non-Promoter	12,10,240	20,742
	Total	28,60,412	48,400

It may please be noted that, pursuant to the Share Allotment Agreement, the Proposed Allottees are entitled to approximately **1.5% shareholding in Eraaya Lifespaces Limited** in lieu of their **2.42% equity interest in Ebix Inc. and** discharge/settlement of certain financial and contractual obligations owed to them. This entitlement has been determined through mutual negotiations between

the parties, and accordingly, specifying an exact swap ratio is not feasible due to fractional considerations. The number of equity shares to be allotted—**16,50,172 shares** to Melanie Lane Partners Series Fund, LP and Melanie Lane Partners Series One, and **12,10,240 shares** to Watch Hill Capital LLC—has been mutually agreed upon by the parties and represents their complete and final entitlement under the Agreement.

About Ebix Group:

Ebix Inc. stands as a global leader in on-demand software and e-commerce services, delivering comprehensive technology-enabled solutions to the insurance, financial services, healthcare, and e-learning industries. Its diversified portfolio encompasses infrastructure exchanges, carrier and agency management systems, risk and regulatory compliance solutions, and specialized custom software development, thereby driving digital transformation across mature and emerging global markets. A pioneer in insurance and reinsurance exchanges, Ebix has built deep expertise in SaaS platforms for CRM, backend processing, and outsourced administrative services. The Group's distinctive "Phygital" operating model—integrating over 320,000 physical distribution outlets across the ASEAN region with cutting-edge digital platforms—enables seamless, real-time processing of essential financial transactions. Its flagship business, EbixCash, offers a broad suite of services including domestic and international remittances, foreign exchange, travel solutions, prepaid instruments, lending, and wealth management, with a commanding presence across 32 major airports in India. The travel division, operating through well-recognized brands such as Via and Mercury, serves an extensive network of more than 500,000 agents and over 18,000 corporate clients worldwide.

The Special Resolution set out in Item No. 8 of this Notice is proposed pursuant to the provisions of Sections 23, 42, and 62 of the Companies Act, 2013 (the "Act") and in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The additional disclosures requirements for objects of the issue, in terms of BSE Notice No. 20221213-47 dated December 13, 2022, are not applicable as the said issue is being made for a consideration other than cash (swap of shares).

The details of the issue and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with Regulation 163 of ICDR Regulations are set forth below:

1. Objects of the Preferential Issue

During the acquisition process, Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One, and Watch Hill Capital LLC (collectively, the "Proposed Allottees") contributed certain financial support for completing the acquisition of Ebix Inc. Accordingly, an aggregate 2.42% equity stake in Ebix Inc. was allotted to them, along with certain associated rights.

Presently, Eraaya Lifespaces Limited holds 97.58% of the equity share capital of Ebix Inc., while the Proposed Allottees collectively hold the remaining 2.42%.

Now, to ensure that Eraaya obtains complete ownership and operational control over Ebix Inc., and with the intent to provide a fair, transparent, and equitable settlement of the financial and contractual obligations owed to the Proposed Allottees, a Share Allotment Agreement dated November 06, 2025, was executed among the Company, the Proposed Allottees, and Ebix Inc. Under the mutually agreed terms of this Agreement:

- The Proposed Allottees shall transfer their entire 2.42% shareholding in Ebix Inc. to Eraaya; and
- In consideration of such transfer, and discharge/settlement of certain financial and contractual obligations owed to them, the Proposed Allottees shall be allotted 28,60,412 (Twenty-Eight Lakh Sixty Thousand Four Hundred Twelve) equity shares of Eraaya Lifespaces Limited, having a face value of Re. 1/- each, fully paid up, on a preferential basis for consideration other than cash (share swap), at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per equity share (including a premium of Rs. [31]/- per share), being not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, rules, and regulations.

2. Utilization of gross proceeds:

Not applicable, as the proposed issuance is being made for a consideration other than cash (swap of shares) and no funds will be received by the Company pursuant to this allotment

3. Interim use of proceeds

Not applicable, as the proposed issuance is being made for a consideration other than cash (swap of shares) and no funds will be received by the Company pursuant to this allotment

4. Monitoring of utilization of funds

Not applicable, as the proposed issuance is being made for a consideration other than cash (swap of shares) and no funds will be received by the Company pursuant to this allotment

5. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, amount, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors of the Company at their meeting held on May 11, 2026 subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc. , resolved to issue and allotment of 28,60,412 (Twenty-Eight Lakh Sixty Thousand Four Hundred Twelve Only) equity shares having face value of Re.1/- (Rupee One Only) each, fully paid up, on a preferential basis to Proposed Allottees, at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per equity share (including a premium of Rs. [31]/- per share), being not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, rules, and regulations, for a consideration other than cash (swap of shares), in lieu of the Proposed Allottees' existing 2.42% equity interest in Ebix Inc. (a subsidiary of the Company), and discharge/settlement of certain financial

and contractual obligations owed to them, pursuant to the Share Allotment Agreement dated November 06, 2025 executed among the Company, the Proposed Allottees and Ebix Inc.

6. Relevant Date

as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of equity shares proposed to be allotted to Proposed Allottee shall be May 08, 2026 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Monday, June 08, 2026).

7. Basis on which the price has been arrived at, justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. BSE being the stock exchange has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, the minimum issue price of the equity shares in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 31.53/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 30.56/-

whichever is higher.

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the equity shares may be issued computes to Rs. 31.53/- each.

Further, as per the Articles of Association of the Company and Regulation 163 (3) of SEBI (ICDR) Regulations, 2018, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 31.53/- per equity share. The said report is available in the Investor zone titled "Valuation Report for Preferential issue" on the website of the Company at www.eraayalife.com.

Further, the present preferential allotment proposed under this item shall not exceed 5% of the post-issue fully diluted equity share capital of the Company to any allottee or to allottees acting in concert. Accordingly, the provisions of Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, are not applicable to the proposed allotment.

After considering the above, it was decided to issue equity shares, to be allotted on a preferential basis to Proposed Allottee, at a price of Rs. 32/- (Rupees Thirty-Two Only) each, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations.

8. Amount which the Company intends to raise by way of such securities

Not applicable, as the proposed issuance is being made for a consideration other than cash (swap of shares) and no funds will be received by the Company pursuant to this allotment.

9. Name and address of valuer who performed valuation

Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018

10. Principal terms of assets charged as securities

Not Applicable

11. Material terms of raising securities:

The same has been disclosed in the resolution.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

During the acquisition process, Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One, and Watch Hill Capital LLC (collectively, the "Proposed Allottees") contributed certain financial support for completing the acquisition of Ebix Inc. Accordingly, an aggregate 2.42% equity stake in Ebix Inc. was allotted to them, along with certain associated rights.

Presently, Eraaya Lifespaces Limited holds 97.58% of the equity share capital of Ebix Inc., while the Proposed Allottees collectively hold the remaining 2.42%.

Now, to ensure that Eraaya obtains complete ownership and operational control over Ebix Inc., and with the intent to provide a fair, transparent, and equitable settlement of the financial and contractual obligations owed to the Proposed Allottees, a Share Allotment Agreement dated November 06, 2025, was executed among the Company, the Proposed Allottees, and Ebix Inc. Under the mutually agreed terms of this Agreement:

- The Proposed Allottees shall transfer their entire 2.42% shareholding in Ebix Inc. to Eraaya; and
- In consideration of such transfer, and discharge/settlement of certain financial and contractual obligations owed to them, the Proposed Allottees shall be allotted 28,60,412 (Twenty-Eight Lakh Sixty Thousand Four Hundred Twelve) equity shares of Eraaya Lifespaces Limited, having a face value of Re. 1/- each, fully paid up, on a preferential basis for consideration other than cash (share swap), at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per equity share (including a premium of Rs. [39.64]/- per share), being not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, rules, and regulations.

Further, in terms of applicable Regulation 163(3) of SEBI (ICDR) Regulations, 2018, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 31.53/- per equity share.

13. Valuation for consideration other than cash

In terms of applicable Regulation 163(3) of SEBI (ICDR) Regulations, 2018, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itch Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 31.53/- per equity share.

14. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to Body Corporate belonging to Non-Promoter, Public Category respectively.

15. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The current status of Proposed Allottee as mentioned in the resolution will remain unchanged post the preferential issue.

16. The intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the offer

None of the promoters, directors, key managerial personnel or senior management persons are subscribing to the offer.

17. Pre and Post issue shareholding pattern of the Company

The shareholding pattern of the Company before and after the proposed preferential issue is enclosed as **Annexure-C**:

18. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Name(s) of Allottees	Pre issue shareholding		No. of equity shares to be allotted	Post Issue Shareholding		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%#	
Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One	Nil	Nil	16,50,172	16,50,172	0.44	Mr. Neil Druker
Watch Hill Capital LLC	Nil	Nil	12,10,240	12,10,240	0.32	Steven D. Lebowitz

Notes: 1) Pre-issue holding of Proposed Allottee is based on the BENPOS dated May 08, 2025.

2) #These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 37,27,26,862 divided into 37,27,26,862 Equity Shares of Re. 1/- (Rupee One Only) each taking into account the proposed allotment of 3,12,41,250 warrants convertible into equity shares, the allotment of 28,60,412 equity shares, and assuming full conversion of the outstanding 20,00,000 warrants and 12,23,31,040 FCCBs into equity shares.

3) Post issue shareholding structure may change depending upon any other corporate action happening in between.

19. Proposed time limit within which the allotment shall be completed

In terms of Regulation 170 of ICDR Regulations, preferential allotment of equity shares will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution provided that where the issue and allotment of equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

20. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed preferential issue, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

21. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the current Financial Year, the Company has not made any fresh allotment on preferential basis till date.

22. Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects:

No contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

23. Lock-in period:

- a) The Equity Shares to be allotted shall be under lock-in in accordance with Chapter V of ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottee, shall be locked-in in accordance with Chapter V of ICDR Regulations.

24. Certificate from Practicing Company Secretary:

A certificate from M/s. Prachi Bansal & Associates, (COP: 23670), Practicing Company Secretary, certifying that the proposed preferential issue of equity shares to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The copy of said certificate is available in the Investor zone titled "PCS certificate for Preferential issue" on the website of the Company at www.eraayalife.com.

25. Undertakings:

i) None of the Company, its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

iv) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of Special Resolution is required for the resolution as set out in Item No. 7 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 7 for your approval by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 7 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item no.8:

The Board of Directors of the Company, at its meeting held on May 11, 2026, Considered and approved the business plans and strategic roadmap of the Company for the current and future fiscal(s), including the funding requirements for business operations, growth initiatives and strategic expansion plans, and accordingly approved raising of funds not exceeding ₹100 Crores, in one or more tranches, through issuance of equity shares and/or convertible warrants on a preferential basis, in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Board also authorized the Fund-Raising Committee to finalize the terms of the issue, including identification of proposed allottees, number of securities and issue price, in compliance with applicable laws.

Pursuant thereto, the Fund-Raising Committee, at its meeting held on May 15, 2026, approved the list of proposed allottees comprising members of the Promoter/Promoter Group and Non-Promoter (Public Category), for the aggregate number of up to 3,12,41,250 (Three Crore Twelve Lakh Forty-One Thousand Two Hundred Fifty Only) Fully Convertible Warrants ("Warrants"), each convertible into one fully paid-up equity share of face value Re. 1/- each, in one or more tranches, to be allotted on a preferential basis at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per warrant, aggregating up

to Rs. 99,97,20,000 (Rupees Ninety-Nine Crore Ninety-Seven Lakh Twenty Thousand Only), payable in cash.

The preferential issue to the proposed allottee is subject to receipt of necessary approvals, including those of the Members and the Stock Exchanges.

The details of the issue and other particulars as required in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 160 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

1. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue towards funding the following objects:

- a) Working Capital Requirements of the Company, its subsidiaries, step-down subsidiaries, joint ventures, and associate entities;
- b) Investments in subsidiaries, step-down subsidiaries, joint ventures, and associates, including other opportunities aligned with the Company's main objects.;
- c) general corporate purpose; and
- d) issue related expenses which includes "In-Principle application" fee to Stock Exchange, payment to be paid to ROC, Advisors/consultants to the issue, Registered Valuer, Registrar and Share Transfer Agents of the Company, e-voting agency, Depositories.

However, the funds to be used for General Corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

The requirement stipulated in terms of BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crores.

Interim Use of Proceeds

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by March 31, 2028.

However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors of the Company at its meeting held on May 11, 2026, Considered and approved the business plans and strategic roadmap of the Company for the current and future fiscal(s), including the funding requirements for business operations, growth initiatives and strategic expansion plans, and accordingly approved raising of funds not exceeding ₹100 Crores, in one or more tranches, through issuance of equity shares and/or convertible warrants on a preferential basis, in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Board also authorized the Fund-Raising Committee to finalize the terms of the issue, including identification of proposed allottees, number of securities and issue price, in compliance with applicable laws.

Pursuant thereto, the Fund-Raising Committee, at its meeting held on May 15, 2026, approved the list of proposed allottees comprising members of the Promoter/Promoter Group and Non-Promoter (Public Category), for the aggregate number of up to 3,12,41,250 (Three Crore Twelve Lakh Forty-One Thousand Two Hundred Fifty Only) Fully Convertible Warrants ("Warrants"), each convertible into one fully paid-up equity share of face value Re. 1/- each, in one or more tranches, to be allotted on a preferential basis at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per warrant, aggregating up to Rs. 99,97,20,000 (Rupees Ninety-Nine Crore Ninety-Seven Lakh Twenty Thousand Only), payable in cash.

3. Relevant date:

The 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be May 08, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Monday, June 08, 2026).

4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance

with the SEBI ICDR Regulations. BSE being the stock exchange has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, the minimum issue price of the warrants in preferential issue has to be calculated as under:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 31.53/-
- or
- b) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 30.56/-

whichever is higher.

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 31.53/- each.

Further, as per the Articles of Association of the Company and Regulation 166A of SEBI (ICDR) Regulations, 2018 as the as the proposed allotment under this item exceeds 5% of the post-issue fully diluted share capital of the Company to a single allottee or to an allottee along with persons acting in concert, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 31.53/- per equity share. The said report is available in the Investor zone titled "Valuation Report for Preferential issue" on the website of the Company at www.eraayalife.com.

After considering the above, it was decided to issue warrants, to be allotted on a preferential basis to Proposed Allottee, at a price of Rs. 32/- (Rupees Thirty-Two Only) each, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations.

- 5. Amount which the company intends to raise by way of such securities;** Aggregate amount of up to Rs. 99,97,20,000 (Rupees Ninety-Nine Crore Ninety-Seven Lakh Twenty Thousand Only)
- 6. Name and address of valuer who performed valuation;** Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018
- 7. Principal terms of Assets charged as securities:** Not Applicable
- 8. Material terms of raising such securities:** The same has been disclosed in the respective resolution.
- 9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
- 10. Valuation for consideration other than cash:** Not Applicable
- 11. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue of Warrants is proposed to be made to persons belonging to "Promoter/Promoter Group and "Non-Promoter, Public Category"

12. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
1	Vikas Garg	Promoter/Promoter Group	Promoter/Promoter Group
2	Advikca Finvest Limited	Promoter/Promoter Group	Promoter/Promoter Group
3	Just Right Life Limited	Promoter/Promoter Group	Promoter/Promoter Group
4	Abhik Gupta	Non-Promoter, Public Category	Non-Promoter, Public Category
5	Akshara Sharma	Non-Promoter, Public Category	Non-Promoter, Public Category
6	Avee Goel	Non-Promoter, Public Category	Non-Promoter, Public Category
7	Devang Chandrakantbhai Shah	Non-Promoter, Public Category	Non-Promoter, Public Category
8	Geeta Mittal	Non-Promoter, Public Category	Non-Promoter, Public Category
9	Harsh Sarwankumar Saraf	Non-Promoter, Public Category	Non-Promoter, Public Category
10	Invicta Capserv Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
11	Ishita V Chirrimar	Non-Promoter, Public Category	Non-Promoter, Public Category
12	Kishanlal Devidutt Saraf	Non-Promoter, Public Category	Non-Promoter, Public Category
13	Mannat Estates	Non-Promoter, Public Category	Non-Promoter, Public Category
14	Mukul Gupta	Non-Promoter, Public Category	Non-Promoter, Public Category
15	Narendra Plastic Pvt Ltd	Non-Promoter, Public Category	Non-Promoter, Public Category
16	Nicky Amit Mittal	Non-Promoter, Public Category	Non-Promoter, Public Category
17	Payal S Agarwal	Non-Promoter, Public Category	Non-Promoter, Public Category
18	Prachi Jain	Non-Promoter, Public Category	Non-Promoter, Public Category
19	Prakash Chand Sharma	Non-Promoter, Public Category	Non-Promoter, Public Category
20	Prakash Chand Sharma HUF	Non-Promoter, Public Category	Non-Promoter, Public Category

21	Prakash Chandra Upadhyay	Non-Promoter, Public Category	Non-Promoter, Public Category
22	Puneet Mittal	Non-Promoter, Public Category	Non-Promoter, Public Category
23	Rashmi Dahiya	Non-Promoter, Public Category	Non-Promoter, Public Category
24	Rhea Ajay Sanghvi	Non-Promoter, Public Category	Non-Promoter, Public Category
25	Ritika Sharma	Non-Promoter, Public Category	Non-Promoter, Public Category
26	Saket Motilal Jalan	Non-Promoter, Public Category	Non-Promoter, Public Category
27	Sanjana Khurana	Non-Promoter, Public Category	Non-Promoter, Public Category
28	Santosh Sharma	Non-Promoter, Public Category	Non-Promoter, Public Category
29	Satwinder Kaur Sirsa	Non-Promoter, Public Category	Non-Promoter, Public Category
30	Seema Gupta	Non-Promoter, Public Category	Non-Promoter, Public Category
31	Sharad Rathi	Non-Promoter, Public Category	Non-Promoter, Public Category
32	Shirisha Bhasker Motadoo	Non-Promoter, Public Category	Non-Promoter, Public Category
33	Sneha Garg	Non-Promoter, Public Category	Non-Promoter, Public Category
34	Sudesh Kumar Goel	Non-Promoter, Public Category	Non-Promoter, Public Category
35	Suresh Sharma	Non-Promoter, Public Category	Non-Promoter, Public Category
36	Tarun Sharma	Non-Promoter, Public Category	Non-Promoter, Public Category
37	Vani Goel	Non-Promoter, Public Category	Non-Promoter, Public Category
38	Vedika Anup Gupta	Non-Promoter, Public Category	Non-Promoter, Public Category
39	Vijay Vinodchandra Shah	Non-Promoter, Public Category	Non-Promoter, Public Category
40	Vikram Chirimar	Non-Promoter, Public Category	Non-Promoter, Public Category
41	Vishal Garg	Non-Promoter, Public Category	Non-Promoter, Public Category
42	VSHM Asset Management LLP	Non-Promoter, Public Category	Non-Promoter, Public Category
43	Zeba Rajesh Kohli	Non-Promoter, Public Category	Non-Promoter, Public Category

13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

The below allottees, who belong to promoter category are subscribing to the issue to the extent of number of warrants proposed to be issued, written against his name, as detailed in the following table:

S. No.	Proposed Allottees	Category	No of Warrants
1	Vikas Garg	Director and Promoter/Promoter Group	6,00,000
2	Advicka Finvest Limited	Promoter/Promoter Group	65,00,000
3	Just Right Life Limited	Promoter/Promoter Group	75,00,000

Except above said Proposed Allottee, none of the promoters, directors, key managerial personnel or senior management promoters are subscribing any warrants in the proposed issue.

14. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue is already enclosed as **Annexure-C**.

15. The identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No.	Name	Pre-Issue Shareholding Structure		No. of Warrants to be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)		Name of ultimate beneficial owners
		No. of shares ^{\$}	% ^{\$}		No. of shares	% [#]	
1	Vikas Garg	50,00,000	2.33	6,00,000	56,00,000	1.50	N.A.@
2	Advicka Finvest Limited	12,75,000	0.59	65,00,000	77,75,000	2.09	Vikas Garg
3	Just Right Life Limited	1,50,00,000	7.00	75,00,000	2,25,00,000	6.04	Sukriti Garg
4	Abhik Gupta	0.00	0.00	6,25,000	6,25,000	0.17	N.A.*
5	Akshara Sharma	0.00	0.00	1,56,250	1,56,250	0.04	N.A.@
6	Avee Goel	1,477	0.00	2,81,250	2,82,727	0.08	N.A.@
7	Devang Chandrakantbhai Shah	0.00	0.00	2,00,000	2,00,000	0.05	N.A.@

8	Geeta Mittal	990	0.00	1,56,250	1,57,240	0.04	N.A.@
9	Harsh Sarwankumar Saraf	0.00	0.00	15,00,000	15,00,000	0.40	N.A.@
10	Invicta Capserv Private Limited	0.00	0.00	6,25,000	6,25,000	0.17	Hemant Gadodia
11	Ishita V Chirrimar	0.00	0.00	1,00,000	1,00,000	0.03	N.A.@
12	Kishanlal Devidutt Saraf	0.00	0.00	5,00,000	5,00,000	0.13	N.A.@
13	Mannat Estates	0.00	0.00	3,12,500	3,12,500	0.08	Vineet Kumar and Sandeep Sharma
14	Mukul Gupta	101	0.00	6,25,000	6,25,101	0.17	N.A.@
15	Narendra Plastic Pvt Ltd	1,40,000	0.07	3,00,000	4,40,000	0.12	Hemant Gadodia
16	Nicky Amit Mittal	15,000	0.01	3,00,000	3,15,000	0.08	N.A.@
17	Payal S Agarwal	0.00	0.00	1,00,000	1,00,000	0.03	N.A.@
18	Prachi Jain	0.00	0.00	1,56,250	1,56,250	0.04	N.A.@
19	Prakash Chand Sharma	0.00	0.00	3,12,500	3,12,500	0.08	N.A.@
20	Prakash Chand Sharma HUF	0.00	0.00	3,12,500	3,12,500	0.08	Prakash Chand Sharma
21	Prakash Chandra Upadhyay	0.00	0.00	1,00,000	1,00,000	0.03	N.A.@
22	Puneet Mittal	290	0.00	1,56,250	1,56,540	0.04	N.A.@
23	Rashmi Dahiya	0.00	0.00	1,00,000	1,00,000	0.03	N.A.@
24	Rhea Ajay Sanghvi	0.00	0.00	60,000	60,000	0.02	N.A.@
25	Ritika Sharma	0.00	0.00	3,12,500	3,12,500	0.08	N.A.@
26	Saket Motilal Jalan	0.00	0.00	3,50,000	3,50,000	0.09	N.A.@
27	Sanjana Khurana	2,240	0.00	3,12,500	3,14,740	0.08	N.A.@

28	Santosh Sharma	0.00	0.00	3,12,500	3,12,500	0.08	N.A.@
29	Satwinder Kaur Sirsa	0.00	0.00	6,25,000	6,25,000	0.17	N.A.@
30	Seema Gupta	0.00	0.00	2,00,000	2,00,000	0.05	N.A.@
31	Sharad Rathi	0.00	0.00	40,00,000	40,00,000	1.07	N.A.@
32	Shirisha Bhasker Motadoo	0.00	0.00	50,000	50,000	0.01	N.A.@
33	Sneha Garg	20,600	0.01	7,75,000	7,95,600	0.21	N.A.@
34	Sudesh Kumar Goel	6,500	0.00	2,81,250	2,87,750	0.08	N.A.@
35	Suresh Sharma	0.00	0.00	1,56,250	1,56,250	0.04	N.A.@
36	Tarun Sharma	0.00	0.00	3,12,500	3,12,500	0.08	N.A.@
37	Vani Goel	500	0.00	62,500	63,000	0.02	N.A.@
38	Vedika Anup Gupta	0.00	0.00	1,00,000	1,00,000	0.03	N.A.@
39	Vijay Vinodchandra Shah	0.00	0.00	1,00,000	1,00,000	0.03	N.A.@
40	Vikram Chirimar	0.00	0.00	2,00,000	2,00,000	0.05	N.A.@
41	Vishal Garg	64,900	0.03	11,00,000	11,64,900	0.31	N.A.@
42	VSHM Asset Management LLP	0.00	0.00	3,12,500	3,12,500	0.08	Vineet Kumar and Krishan Kumar Khurana
43	Zeba Rajesh Kohli	0.00	0.00	1,00,000	1,00,000	0.03	N.A.@

@being individual

\$The pre-issue holding of the allottee is as on latest BENPOS available with the Company i.e. May 08, 2026 and These percentages have been calculated on the basis of pre issue capital i.e. Rs. 21,42,94,160 divided into 21,42,94,160 Equity Shares of Re. 1/- (Rupee One Only) each.

#These percentages have been calculated on the basis of post preferential issue capital on a fully diluted basis, taking into account the proposed allotment of 3,12,41,250 warrants convertible into equity shares, the allotment of 28,60,412 equity shares approved on May 11, 2026, and assuming full conversion of the outstanding 20,00,000 warrants and 12,23,31,040 FCCBs into equity shares.

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

17. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the current Financial Year, the Company has not made any fresh allotment on preferential basis till date.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The contribution being made by the Promoter as part of the offer is as under:

S. No.	Proposed Allottees	Category	No of Warrants
1	Vikas Garg	Director and Promoter/Promoter Group	6,00,000
2	Advikca Finvest Limited	Promoter/Promoter Group	65,00,000
3	Just Right Life Limited	Promoter/Promoter Group	75,00,000

Except above, no other contribution is being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects.

20. Lock-in Period:

- c) The Warrants / equity shares to be allotted upon conversion of Warrants shall be under lock-in in accordance with Chapter V of ICDR Regulations.
- d) The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

21. Certificate from Practicing Company Secretary:

A certificate from M/s. Prachi Bansal & Associates, (COP: 23670), Practicing Company Secretary, certifying that the proposed preferential issue of warrants to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The copy of said certificate is available in the Investor zone titled "PCS certificate for Preferential issue" on the website of the Company at www.eraayalife.com.

22. Undertakings:

- i) None of the Company, its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.
- ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.
- iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.
- iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 8 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 8 for your approval by way of a special resolution.

Except for Mr. Vikas Garg, Director and Promoter of the Company, being the proposed subscriber to the warrants, and his relatives, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

Item no.9:

The Board of Directors of the Company, at its meeting held on May 11, 2026, considered and approved the business plans and strategic roadmap of the Company for the current and future fiscal years, including the funding requirements towards business operations, growth initiatives, acquisitions, expansion plans, working capital requirements and other general corporate purposes. Accordingly, the Board approved raising of funds aggregating up to Rs. 325 Crores (Rupees Three Hundred Twenty Five Crores Only), in one or more tranches, through one or more permissible modes including Further Public Offer ("FPO"), Rights Issue, Qualified Institutions Placement ("QIP"), preferential issue/private placement, issuance of warrants, convertible securities, Foreign Currency Convertible Bonds ("FCCBs"), Global Depository Receipts ("GDRs") and/or any other equity-linked or debt instruments or combinations thereof, as may be permissible under applicable laws and regulations, on such terms

and conditions as may be determined by the Board and/or its duly authorised committee from time to time.

The proposed fund raise is intended to provide the Company with financial flexibility and adequate resources to support its strategic and long-term growth objectives. The Board believes that augmentation of financial resources through one or more modes of capital raising would strengthen the capital base of the Company and enable it to effectively pursue emerging business opportunities and expansion initiatives in a timely manner.

The Board or its duly authorised committee shall have the authority to determine the specific terms and conditions of the proposed issuance(s), including the class of investors, timing, issue price, number of securities, tranche size, structure, utilisation of proceeds and all other related matters, in consultation with advisors, lead managers, underwriters and other intermediaries, subject to the applicable provisions of law, prevailing market conditions and regulatory requirements.

In the event the securities are issued through a Qualified Institutions Placement, the pricing of the securities shall be determined in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). The Company may offer such discount on the floor price as may be permitted under applicable law, which presently shall not exceed 5% of the floor price determined in accordance with the ICDR Regulations. The "Relevant Date" for the purpose of pricing shall be determined in accordance with the applicable provisions of the ICDR Regulations.

The proposed issue and allotment of securities shall be subject to receipt of necessary approvals, permissions, consents and sanctions from the Securities and Exchange Board of India, stock exchanges, Reserve Bank of India and/or any other statutory or regulatory authority, as may be applicable. The Equity Shares arising from such issuance shall be listed on the recognised stock exchange(s) in India and, in case of international offerings such as GDRs/FCCBs, on overseas stock exchange(s), subject to applicable laws and regulations.

Pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the applicable rules framed thereunder, whenever it is proposed to issue securities to persons other than existing shareholders of the Company, approval of the Members by way of a Special Resolution is required. Further, in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, approval of the Members is being sought to authorise the Board to create, offer, issue and allot such securities as set out in the Resolution forming part of this Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no.10:

The Company seeks to explore financing opportunities from a wide range of sources, including, but not limited to, Banks, Financial Institutions, other lending entities, and individual investors, drawing from both domestic and international markets. The selection of such financing options will be

determined based on their alignment with the Company's strategic and financial objectives. Accordingly, it was proposed to increase the maximum borrowing limits, in supersession to all previous similar approvals to Rs. 3500 Crores or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher and also to create such charges, mortgages and hypothecations, on the movable and immovable properties of the Company, both present and future, and in such manner as the Board may deem fit, to provide security to the lenders in respect of such borrowings.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required where the monies proposed to be borrowed by the Company, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The proposed enhancement in borrowing limits would provide greater financial flexibility to the Company to efficiently meet its business and operational requirements and enable timely access to capital for strategic opportunities and growth initiatives.

The Board recommends the Special Resolution set out at Item No. 10 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item no.11:

The Members may note that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to enable the Board of Directors to create mortgage, pledge, hypothecation, charge, encumbrance, or otherwise dispose of the assets and/or undertaking(s) of the Company and to undertake such related arrangements, transactions or dealings as may be considered necessary or expedient in connection with the business operations, financing arrangements, other strategic initiatives and overall growth objectives of the Company from time to time.

Considering the dynamic business environment in which the Company operates across multiple business verticals and geographies, the Company continuously evaluates strategic, operational and financial opportunities aimed at enhancing business efficiencies, optimizing asset utilization, enabling value realization and strengthening its long-term growth and funding capabilities. In this regard, the Company may, from time to time, undertake restructuring, monetisation, transfer, lease, assignment or other dealings in relation to certain assets, properties and/or undertaking(s), as may be considered commercially beneficial and in the best interests of the Company.

Further, in the ordinary course of business, the Company may also create security interests over its movable and/or immovable properties and/or undertaking(s), present and/or future, in favour of banks, financial institutions, lenders, trustees, security holders or other persons/entities for securing borrowings, financial assistance or obligations availed by the Company and/or any third party and accordingly, approval of the Members is being sought by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize the Board of Directors of the Company to undertake the aforesaid actions, provided that the aggregate indebtedness secured by creation of such security

interests over the assets of the Company shall not exceed ₹3,500 Crores (Rupees Three Thousand Five Hundred Crores only).

The Board believes that the proposed authorization would provide the Company with the necessary flexibility to efficiently respond to evolving business opportunities, strategic requirements and financial considerations and is therefore in the best interests of the Company. Accordingly, the Board recommends the Special Resolution set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item no.12:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services / goods on a future date to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May 2018. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Management is of the view that the Company may be required to invest funds in joint ventures, strategic alliance and other entities in the normal course of its business, make business advances or otherwise, give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by its associate or wholly owned subsidiary or to any other body corporate(s) in which the Directors of the Company may be interested, as and when required.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans / debentures / bonds etc raised by its subsidiary companies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board recommends the resolution set forth in Item No. 12 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item no.13:

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 (Act'), the Company shall not directly or indirectly:

- a) give any loan to any person or other body corporate:
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its premium account whichever is higher.
- d) acquire by way of subscription, purchase or otherwise, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 (2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11 (1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186 (3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In line with the long-term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186 (2) of the 'Act';

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 3500 crore (Rupees Three Thousand and Five Hundred Crore only) over and above the limits specified in Section 186 (2) of the 'Act' at any point of time.

The Board recommends the resolution set forth in Item No. 13 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item no.14:

The Company, along with its subsidiaries and step-down subsidiaries, operating under Ebix, Inc. is engaged in diversified business operations across technology, payment solutions, travel, digital transformation, financial services, infrastructure support and allied sectors. Considering the dynamic business environment in which the group operates across multiple business verticals and geographies, the Company, its subsidiaries, associates, other ventures, in the ordinary course of business, enter into various operational, financial, commercial and business support transactions such as providing and/or receiving fund-based or non-fund based support including loans, advances, guarantees,

securities, ICDs, equity/debt and other financial assistance, together with related interest, commission and other income/expenses; purchase, sale, lease or supply of goods and services; and availing/rendering shared services and business support services including manpower, infrastructure, IT/digital services, cloud, analytics, cyber security, management support, brand usage/royalty, reimbursements and other allied or incidental transactions with each other (related parties) to achieve business synergies, operational integration, efficient treasury management, optimum utilisation of resources and seamless execution of business operations across group entities.

Pursuant to Regulation 23 of the SEBI Listing Regulations, approval of the shareholders by way of an Ordinary Resolution is required for all material related party transactions and subsequent material modifications thereto. Further, pursuant to Section 188 of the Companies Act, 2013 read with the applicable Rules framed thereunder, prior approval of the Members is required for certain related party transactions exceeding the prescribed thresholds.

Accordingly, approval of the Members is being sought for the material related party transaction(s) proposed to be entered into by the Company and/or its subsidiaries, step-down subsidiaries, joint ventures, associate entities and their respective related parties during the financial year 2026-27, within the limits as set out in the proposed resolution.

The Audit Committee and the Board of Directors of the Company have reviewed the rationale and terms of the proposed related party transactions and have accorded their approval for entering into the proposed transactions, subject to approval of the Members of the Company.

The proposed transactions are commercially beneficial and are intended to facilitate operational efficiencies, integrated business functioning and strategic growth initiatives of the Company and its subsidiaries/step-down subsidiaries, including various Ebix group entities acquired, managed and integrated by the Company and its group entities as part of the Company's ongoing business restructuring and acquisition strategy.

The details as required under the Companies Act, 2013 read with SEBI Listing Regulations, and other applicable provisions, are provided hereinbelow:

S. No.	Particulars	Details
1	Name of the Related Parties	As set out in the Resolution
2	Nature of Relationship	Subsidiary(ies), step-down subsidiary(ies), joint venture(s), associate entity(ies) and other related parties as specified in the Resolution
3	Nature, Material Terms, Monetary Value and Particulars of the Contract/Arrangement	Providing and/or receiving fund-based or non-fund based support including loans, advances, guarantees, securities, ICDs, equity/debt and other financial assistance together with related interest, commission and other income/expenses; purchase, sale, lease or supply of goods and services; availing/rendering shared services and business support services including manpower, infrastructure, IT/digital services, cloud, analytics, cyber security, management support, brand usage/royalty, reimbursements and other allied or incidental transactions, in the ordinary course of business and on arm's length basis
4	Tenure of Transactions	During the financial year 2026-27

5	Aggregate Monetary Value	Within the limits mentioned in the Resolution
6	Percentage of Annual Consolidated Turnover	As may be applicable under Regulation 23 of the Listing Regulations
7	Justification for the Transactions	To facilitate operational efficiencies, integrated business functioning, treasury management, resource optimisation, strategic growth initiatives and seamless execution of business operations across the group entities
8	Whether the Transactions are in Ordinary Course of Business	Yes
9	Whether the Transactions are on Arm's Length Basis	Yes
10	Any Advance Paid or Received	As may be mutually agreed in the ordinary course of business
11	Valuation or External Report	Not applicable, being transactions in the ordinary course of business and on arm's length basis

In terms of Regulation 23 of the SEBI Listing Regulations, all related parties of the Company, whether interested in the particular transaction(s) or not, shall abstain from voting on the resolution set out at Item No. 14.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding and/or interest in the respective related party entities, if any, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 14 of the accompanying Notice for approval of the Members.

Item no.15 and 16:

Members are aware that the Company, as part of the consortium led by it for the acquisition of the Ebix group businesses pursuant to the Chapter 11 proceedings of Ebix Inc., had, inter alia, received strategic financial and operational support from certain entities having same promoter/promoter group namely Vikas Lifecare Limited ("VLL") and Advik Capital Limited ("ACL"), which facilitated the consummation and subsequent integration of the acquisition, and even post-acquisition, considering the evolving business and operational requirements of the Company and its subsidiaries/step-down subsidiaries engaged across technology, payment solutions, travel, digital transformation, financial services, infrastructure support and allied sectors, the Company and/or its subsidiaries, in the ordinary course of business, may continue to enter into various operational, financial, commercial and business support transactions with such related parties having the same promoter/promoter group, including financial assistance, shared services, infrastructure and technology support, management support services, purchase/sale of goods and services, reimbursements and other allied or incidental transactions, for achieving its business goals on an arm's length basis and in the ordinary course of business.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the Members by way of an Ordinary Resolution is required for material related party transactions and material modifications thereto. Further, the aforesaid transactions qualify as related party transactions by virtue of the concerned entities forming part of the same promoter and/or promoter group of the Company.

The Audit Committee and the Board of Directors of the Company have reviewed the rationale and terms of the proposed related party transactions and have accorded their approval for entering into the proposed transactions, subject to approval of the Members of the Company.

The proposed transactions are commercially beneficial and are intended to facilitate efficient treasury management, operational integration, strategic funding support and optimum utilisation of resources in the best interests of the Company and its stakeholders.

The details as required under the Companies Act, 2013 read with SEBI Listing Regulations, and other applicable provisions, are provided hereinbelow:

S. No.	Particulars	Details
1	Name of the Related Parties	Vikas Lifecare Limited and Advik Capital Limited,
2	Nature of Relationship	Entities having same promoter and/or promoter group of the Company
3	Nature, Material Terms, Monetary Value and Particulars of the Contract/Arrangement	Various operational, financial, commercial and business support transactions including providing and/or receiving financial assistance by way of loans, advances, inter-corporate deposits (ICDs), investments, subscription to securities, guarantees, securities and other fund-based and/or non-fund based support, together with shared services, infrastructure and technology support, management support services, purchase, sale or supply of goods and services, reimbursements and other allied or incidental transactions, in the ordinary course of business and on arm's length basis, on such terms and conditions as may be mutually agreed between the parties from time to time
4	Tenure of Transactions	During the financial year 2026-27
5	Aggregate Monetary Value	Up to Rs. 500 Crores in case of Vikas Lifecare Limited and up to Rs. 1,000 Crores in case of Advik Capital Limited
6	Percentage of Annual Consolidated Turnover	As may be applicable under Regulation 23 of the Listing Regulations
7	Justification for the Transactions	To facilitate operational efficiencies, treasury management, strategic funding support, integrated business functioning, resource optimisation and seamless execution of business operations and growth initiatives
8	Whether the Transactions are in Ordinary Course of Business	Yes

9	Whether the Transactions are on Arm's Length Basis	Yes
10	Any Advance Paid or Received	As may be mutually agreed in the ordinary course of business
11	Valuation or External Report	Not applicable, being transactions in the ordinary course of business and on arm's length basis

In terms of Regulation 23 of the SEBI Listing Regulations, all related parties of the Company, whether interested in the particular transaction(s) or not, shall abstain from voting on the resolution set out at Item No. 15 and 16.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding and/or interest in the respective related party entities, if any, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 15 and 16 of the accompanying Notice for approval of the Members.

Item no.17:

The Company, along with its subsidiaries, step-down subsidiaries, joint ventures and associate entities operating under the Ebix group structure, is engaged in diversified business operations across technology, payment solutions, travel, digital transformation, financial services, infrastructure support and allied sectors across various domestic and international jurisdictions. In the ordinary course of business and for achieving operational efficiencies, integrated business functioning, treasury optimisation, resource utilisation and seamless execution of business operations across the group entities, the Company and its group entities had entered into various operational, financial, commercial and business support transactions with their respective related parties during the financial year 2025-26.

Such transactions, inter alia, included providing and/or receiving fund-based or non-fund based support including loans, advances, guarantees, securities, inter-corporate deposits (ICDs), equity/debt and other financial assistance together with related interest, commission and other income/expenses; purchase, sale, lease or supply of goods and services; and availing/rendering shared services and business support services including manpower, infrastructure, IT/digital services, cloud, analytics, cyber security, management support, brand usage/royalty, reimbursements and other allied or incidental transactions.

The Members may further note that the Company had placed the aforesaid related party transactions before the shareholders for obtaining the requisite approval; however, the same could not secure the requisite majority approval from the shareholders at the relevant time. Nevertheless, considering the nature of the transactions, ongoing operational requirements, treasury management needs and business continuity obligations of the Company and its group entities, such transactions were essential and were undertaken in the ordinary course of business and on an arm's length basis to ensure seamless functioning of business operations and implementation of strategic business objectives. Accordingly, approval of the Members is now being sought for ratification of the aforesaid related party transactions entered into during the financial year 2025-26.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions require approval of the Members by way of an Ordinary Resolution. Further, pursuant to Section 188 of the Companies Act, 2013 read with the applicable Rules framed thereunder, approval of the Members is required for certain related party transactions exceeding the prescribed thresholds.

Accordingly, the approval of the Members is being sought for ratification of the material related party transactions entered into and/or undertaken by the Company and/or its subsidiaries, step-down subsidiaries, joint ventures, associate entities and their respective related parties during the financial year 2025-26, within the limits set out in the Resolution.

The aforesaid transactions were commercially beneficial and undertaken for efficient treasury management, operational integration, strategic business support, optimisation of resources and smooth functioning of business operations across the group entities, including various Ebix group entities acquired and integrated by the Company pursuant to acquisition of Ebix Inc. and its global subsidiaries.

The details as required under the Companies Act, 2013 read with SEBI Listing Regulations, and other applicable provisions, are provided hereinbelow:

S. No.	Particulars	Details
1	Name of the Related Parties	As set out in the Resolution
2	Nature of Relationship	Subsidiary(ies), step-down subsidiary(ies), joint venture(s), associate entity(ies) and other related parties as specified in the Resolution
3	Nature, Material Terms, Monetary Value and Particulars of the Contract/Arrangement	Providing and/or receiving fund-based or non-fund based support including loans, advances, guarantees, securities, ICDs, equity/debt and other financial assistance together with related interest, commission and other income/expenses; purchase, sale, lease or supply of goods and services; availing/rendering shared services and business support services including manpower, infrastructure, IT/digital services, cloud, analytics, cyber security, management support, brand usage/royalty, reimbursements and other allied or incidental transactions, in the ordinary course of business and on arm's length basis
4	Tenure of Transactions	During the financial year 2025-26
5	Aggregate Monetary Value	Within the limits mentioned in the Resolution
6	Percentage of Annual Consolidated Turnover	As may be applicable under Regulation 23 of the Listing Regulations
7	Justification for the Transactions	To facilitate operational efficiencies, integrated business functioning, treasury management, resource optimisation, strategic growth initiatives and seamless execution of business operations across the group entities
8	Whether the Transactions are in Ordinary Course of Business	Yes

9	Whether the Transactions are on Arm's Length Basis	Yes
10	Any Advance Paid or Received	As may be mutually agreed in the ordinary course of business
11	Valuation or External Report	Not applicable, being transactions in the ordinary course of business and on arm's length basis

In terms of Regulation 23 of the SEBI Listing Regulations, all related parties of the Company, whether interested in the particular transaction(s) or not, shall abstain from voting on the resolution set out at Item No. 17.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding and/or interest in the respective related party entities, if any, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 17 of the accompanying Notice for approval of the Members.

Item no.18 and 19:

Members are aware that the Company, as part of the consortium led by it for acquisition of the Ebix group businesses pursuant to the Chapter 11 proceedings of Ebix Inc., had, inter alia, received strategic financial and operational support from entities forming part of the same promoter and/or promoter group, namely Vikas Lifecare Limited ("VLL") and Advik Capital Limited ("ACL"), which facilitated consummation of the acquisition and subsequent integration of the Ebix group entities. Further, considering the evolving operational, financial and business requirements of the Company and its group entities engaged across technology, payment solutions, travel, digital transformation, financial services, infrastructure support and allied sectors, the Company had, during the financial year 2025-26, entered into and/or undertaken various operational, financial, commercial and business support transactions with VLL and ACL in the ordinary course of business and on arm's length basis.

Such transactions, inter-alia, included providing and/or receiving financial assistance by way of loans, advances, inter-corporate deposits (ICDs), investments, subscription to securities, guarantees, securities and other fund-based and/or non-fund based support, together with shared services, infrastructure and technology support, management support services, purchase, sale or supply of goods and services, reimbursements and other allied or incidental transactions, as may have been mutually agreed between the parties from time to time.

The Members may further note that the Company had placed the aforesaid related party transactions before the shareholders for obtaining the requisite approval; however, the same could not secure the requisite majority approval from the shareholders at the relevant time. Nevertheless, considering the strategic importance of the transactions, ongoing operational requirements, treasury management needs, funding support and business continuity obligations of the Company and its group entities, such transactions were essential and were undertaken in the ordinary course of business and on an arm's length basis in the best interests of the Company. Accordingly, approval of the Members is now being sought for ratification of the aforesaid related party transactions entered into and/or undertaken during the financial year 2025-26.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions require approval of the Members by way of an Ordinary Resolution. Further, the aforesaid transactions qualify as related party transactions by virtue of VLL and ACL being entities forming part of the same promoter and/or promoter group of the Company.

The Audit Committee and the Board of Directors of the Company have reviewed the details, rationale and commercial merits of the aforesaid transactions and have recommended the resolutions for ratification and approval by the Members. The Audit Committee has confirmed that the aforesaid transactions were entered into in the ordinary course of business and on an arm's length basis.

The aforesaid transactions were commercially beneficial and were undertaken for efficient treasury management, operational integration, strategic funding support, resource optimisation and seamless execution of business operations and growth initiatives of the Company and its group entities.

The details as required under the Companies Act, 2013 read with the SEBI Listing Regulations and other applicable provisions are provided hereinbelow:

S. No.	Particulars	Details
1	Name of the Related Parties	Vikas Lifecare Limited and Advik Capital Limited
2	Nature of Relationship	Entities having same promoter and/or promoter group of the Company
3	Nature, Material Terms, Monetary Value and Particulars of the Contract/Arrangement	Various operational, financial, commercial and business support transactions including providing and/or receiving financial assistance by way of loans, advances, inter-corporate deposits (ICDs), investments, subscription to securities, guarantees, securities and other fund-based and/or non-fund based support, together with shared services, infrastructure and technology support, management support services, purchase, sale or supply of goods and services, reimbursements and other allied or incidental transactions, in the ordinary course of business and on arm's length basis, on such terms and conditions as may be mutually agreed between the parties from time to time
4	Tenure of Transactions	During the financial year 2025-26
5	Aggregate Monetary Value	Up to Rs. 500 Crores in case of Vikas Lifecare Limited and up to Rs. 1,000 Crores in case of Advik Capital Limited
6	Percentage of Annual Consolidated Turnover	As may be applicable under Regulation 23 of the Listing Regulations
7	Justification for the Transactions	To facilitate operational efficiencies, treasury management, strategic funding support, integrated business functioning, resource optimisation and seamless execution of business operations and growth initiatives

8	Whether the Transactions are in Ordinary Course of Business	Yes
9	Whether the Transactions are on Arm's Length Basis	Yes
10	Any Advance Paid or Received	As may be mutually agreed in the ordinary course of business
11	Valuation or External Report	Not applicable, being transactions in the ordinary course of business and on arm's length basis

In terms of Regulation 23 of the SEBI Listing Regulations, all related parties of the Company, whether interested in the particular transaction(s) or not, shall abstain from voting on the resolution set out at Item No. 18 and 19.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding and/or interest in the respective related party entities, if any, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolutions set out at Item Nos. 18 and 19 of the accompanying Notice for approval and ratification by the Members of the Company.

Item No. 20

In accordance with Section 62(3) of the Companies Act, 2013, the Company is seeking approval through a Special Resolution to facilitate the issuance of loans that can be converted into equity shares at the option of various lenders (promoters, promoter group, related parties or non-promoter entities or banks or non-banking financial company, financial institutions) in the future. This strategic initiative is aimed at strengthening the company's financial capabilities to capitalize on business opportunities and pursue the proposed acquisition. The loans will be sourced from multiple lenders under terms and conditions determined by the Board and outlined in the Loan Agreement. This framework provides lenders with the flexibility to convert all or part of their outstanding loans into fully paid-up equity shares of the company at a price determined at the time of conversion. By adopting this approach, the company aims to strengthen its capital structure while aligning financial interests with its strategic growth objectives.

Pursuant to provisions of Section 62(3) and 180 (1) (c) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution.

The Board recommends the resolution set forth in Item No. 20 for the approval of the members

Item No. 21

Eraaya Lifespaces Limited ("the Company") being Ultimate Parent Company extends various management support services, administrative and corporate advisory functions, governance support, technical assistance, financial oversight, human resources support, information technology services and other intragroup services to its various subsidiaries, step-down subsidiaries operating under Ebix Inc. or otherwise, whether operating in India or abroad (the Group). These activities are essential for ensuring uniformity of operations, compliance oversight, reporting standards, technology implementation, manpower support and overall strategic alignment across the Group.

These services are being rendered using the Company's resources, including employee time, domain expertise, systems, infrastructure, administrative support and other operating capabilities. Under applicable transfer pricing and corporate governance standards, and in view of the utilisation of the Company's resources for the benefit of the Group Entities, the Company is obligated and eligible to recover appropriate charges for such intragroup services.

To ensure transparency, fairness, and compliance with applicable regulatory requirements, the Board proposes that the Company be authorised to recover from its subsidiaries, step-down subsidiaries operating under Ebix Inc. or otherwise, (whether operating in India or abroad), all operating and administrative costs, management support services, administrative and corporate advisory functions, technical or operational consultancy, strategic direction, financial oversight, human resources support, IT and system management, and any other services attributable to the intragroup services rendered by the Ultimate Parent Company, subject to limit which shall not exceed 5% (five percent) or such other percentage, as may be mutually agreed or permitted under the applicable laws, of the annual turnover of the respective subsidiary for that financial year, and that such charges or additional service fee, shall be levied in accordance with applicable transfer pricing regulations, arm's-length principles.

Accordingly, the Company proposes to levy and recover from various subsidiaries, step-down subsidiaries operating under Ebix Inc. or otherwise, whether operating in India or abroad, all relevant management support and intragroup service charges based on the operating expenses incurred by the Ultimate Parent Company that are directly or indirectly attributable to such services, along with an appropriate arm's-length markup, as required under Indian transfer pricing regulations.

Approval of the Members is hereby required for the Item no. 21 and accordingly your Board of Directors recommends the passing of this resolution as an Ordinary Resolution.

The Members may further note that a similar proposal had earlier been placed before the shareholders and requisite approval was obtained; however, considering the evolving scale of operations, expanded global business structure and in furtherance of enhanced transparency, regulatory alignment and good corporate governance practices, the present proposal is being placed again before the Members for their approval in respect of such intragroup service arrangements.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this resolution, except to the extent of their shareholding, if any.

**By order of the Board of Directors
Eraaya Lifespaces Limited**

Urvashi Updhayay
Company Secretary & Compliance Officer

Place: New Delhi
Date: May 16, 2026



Annexure-A

JHA GUNJAN & ASSOCIATES.

Chartered Accountants

To,
The Manager
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001, Maharashtra, India

Reg: Certification of name change of the company commensurate with the Business Activity

We, Jha Gunjan & Associates, Chartered Accountants on the basis of records and documents submitted by M/s Eraaya Lifespaces Limited, a Company incorporated under the provisions of Companies Act, 1956 and having CIN: L74899DL1967PLC004704 and Registered office at 54 Janpath, New Delhi, Delhi, 110001 ('the Company') and explanation provided by its office bearers, do hereby confirms and certifies that the Company has duly complied with conditions stipulated under sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Name from '**Eraaya Lifespaces Limited**' to '**Ebix Limited**' as detailed herein below:

- a) **The time period of at least one year has elapsed from the last name change:** Yes, by the time the members approve the proposed change of name, a period of more than one year shall have elapsed since the last name change, which occurred on March 20, 2024.
- b) **At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:** Not applicable, as the proposed change of name from "Eraaya Lifespaces Limited" to "Ebix Limited" is intended to more accurately reflect the Company's evolving business activities and status. This change aligns with the contemporary business environment and aims to further strengthen the Company's brand equity.
- c) **The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:** Not applicable, as the name change is being implemented to more accurately reflect the Company's current business activities.

This certificate is being issued at New Delhi on May 16, 2026 at New Delhi on specific request of the Eraaya Lifespaces Limited.

For Jha Gunjan & Associates
Chartered Accountants
Firm Registration No.: 029506N

Gunjan Jha Digitally signed
by Gunjan Jha

CA Gunjan Jha
Proprietor
Membership No.: 529511
UDIN: 26529511DMEDIV3253
Date: 16/05/2026

Annexure-B
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting

Particulars	Prof. Anil Kumar	Mr. Sushil Gupta
DIN	09477565	11706945
Date of Birth and Age	09/06/1962 (63 years)	06/09/1964 (61 years)
Nationality	Indian	Indian
Date of first appointment on the Board	May 11, 2026	May 11, 2026
Qualification	M. Com and Ph.D	Chartered Accountant
Experience and Expertise	<p>Mr. Anil Kumar is Professor (Finance & Corporate Governance) at Department of Commerce, Delhi School of Economics, University of Delhi after being Professor at Shri Ram College of Commerce for more than 30 years. He is also Chief Executive Officer (CEO) of DU Foundation. An alumnus of SRCC and Harvard Business School, he did his post-graduation in commerce from Delhi School of Economics, Delhi University. He holds a doctorate (Ph.D.) in Corporate Governance from the University of Delhi. Mr. Anil Kumar has contributed number of research articles in national and international journals; authored more than ten books in corporate governance and CSR; presented his research work at international conferences in India and abroad; and has conducted several executive development and training programmes for government officers, corporate executives and directors.</p>	<p>Mr. Sushil Gupta is a Chartered Accountant with more than 30 years of wide experience in stabilizing, transforming, and scaling promoter-led organizations through strong financial discipline, governance, and execution excellence</p> <p>In his previous leadership roles across organisation such SpiceJet, and Sahara India Group, he has consistently driven cash flow optimization, strengthened internal controls, implemented ERP-led digitization, and built high-performance teams while working closely with Promoters, Boards, Regulators, and Global stakeholders.</p> <p>Known for his hands-on approach and strategic perspective, he brings a sharp focus on liquidity management, operational integration, risk oversight, and building scalable governance frameworks to enhance investor confidence and support next phase of sustainable growth and global positioning.</p>
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Life Insurance Corporation of India	Nil

Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	1. Life Insurance Corporation of India - Member in Audit Committee.	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	Not related	Not related
No. of shares held	Nil	Nil
Number of meetings attended during the year	Nil	Nil
Terms & conditions of appointment/ re-appointment	The details have been provided in the Resolution forming part of this Notice	The details have been provided in the Resolution forming part of this Notice
Remuneration sought to be paid and remuneration last drawn	Sitting fees	as approved at the time of appointment of the Chief Executive Officer (CEO) of the Company.

Particulars	Mr. Ashish Sharma	Mrs. Ila Gupta
DIN	11708764	06410275
Date of Birth and Age	06/10/1973 (52 years)	13/05/1985 (41 years)
Nationality	Indian	Indian
Date of first appointment on the Board	May 11, 2026	January 24, 2025
Qualification	Chartered Accountant	B.Tech (Electronics & Communication)
Experience and Expertise	Mr. Ashish Sharma is a Chartered Accountant with over 26 years of post-qualification experience, including extensive exposure with reputed multinational corporations. He was most	Mrs. Ila Gupta, a seasoned professional with expertise in administration, finance, legal affairs, and technical operations, brings valuable knowledge to this role. Her proven track record ensures meaningful

	<p>recently associated with Accenture for over 15 years, where he led operations delivery across multiple domains, including Finance & Accounts, Financial Planning & Analysis (FP&A), Order-to-Cash, Supply Chain Management, Treasury, and HR Operations. Prior to Accenture, he gained over 12 years of diverse experience with organizations such as General Electric, WNS, and a leading Indian FMCG conglomerate. His professional experience spans a wide range of industries, including Pharmaceuticals, Consumer Packaged Goods (CPG), Airlines, Telecom, Services, and Manufacturing. Mr. Sharma is also a certified Six Sigma Green Belt practitioner (as per GE's program) and has consistently driven transformation initiatives and continuous improvement across process delivery, client engagement, project management, and organizational development.</p>	<p>contributions to the Company's strategy and governance.</p>
<p>Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)</p>	<p>Nil</p>	<p>Nil</p>
<p>Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)</p>	<p>Nil</p>	<p>Nil</p>
<p>Relationship with other directors, manager and other key managerial personnel of</p>	<p>Not related</p>	<p>Not related</p>

the Company		
No. of shares held	Nil	Nil
Number of meetings attended during the year	Nil	3
Terms & conditions of appointment/re-appointment	The details have been provided in the Resolution forming part of this Notice	The details have been provided in the Resolution forming part of this Notice
Remuneration sought to be paid and remuneration last drawn	as approved at the time of appointment of the Chief Financial Officer (CFO) of the Company.	Sitting fees



Annexure-C

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Sr. No.	Category	Pre issue shareholding		No. of Outstanding FCCB	No. of Outstanding Warrants	Proposed Equity Shares to be allotted	Proposed Warrants to be allotted	Post Issue Shareholding (considering present allotment of equity shares, warrants and outstanding warrants and FCCB)	
		No. of Shares	%					No. of Shares	%
A	Promoter & Promoter Group holding:								
1	Indian Promoters:								
	Individuals/HUF	7,15,07,700	33.37	0	0	0	600000	7,21,07,700	19.35
	Bodies Corporate	2,00,00,000	9.33	0	0	0	14000000	3,40,00,000	9.12
	Sub Total (A1)	9,15,07,700	42.70	0	0	0	1,46,00,000	10,61,07,700	28.47
2	Foreign Promoters (A2)	0	0.00	0	0	0	0	0	0.00
	Sub Total (A=A1+A2)	9,15,07,700	42.70	0	0	0	1,46,00,000	10,61,07,700	28.47
B	Non-Promoters' holding:								
1	Institutions (Domestic) (B1)	19,26,015	0.90	0	0	0	0	19,26,015	0.52
	Institutions (Foreign) (B2)	3,35,21,305	15.64	12,23,31,040	0	0	0	15,58,52,345	41.81
	Central Government / President of India (B3)	14,30,092	0.67	0	0	0	0	14,30,092	0.38
2	Non-Institutions (B4):								
	Bodies Corporate	1,96,39,972	9.16	0	0	0	925000	2,05,64,972	5.52
	Directors and Relatives (excluding independent directors and nominee directors)	0	0	0	0	0	0	0	0
	Key Managerial Personnel	0	0	0	0	0	0	0	0
	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0	0	0	0	0
	Individuals	5,75,98,179	26.88	0	20,00,000	0	14778750	7,43,76,929	19.95
	Non Resident Indians	7,20,021	0.34	0	0	0	0	7,20,021	0.19
	Foreign Companies	44,02,380	2.05	0	0	28,60,412	0	72,62,792	1.95
	Others (HUF, Trusts, Firm,)	35,48,496	1.66	0	0	0	937500	44,85,996	1.20
	Sub Total (B=B1+B2+B3+B4)	12,27,86,460	57.30	12,23,31,040	20,00,000	28,60,412	1,66,41,250	26,66,19,162	71.53
3	Non-Promoter - Non-Public (C)	0	0.00	0	0	0	0	0	0.00
	Grand Total (A+B+C)	21,42,94,160	100.00	12,23,31,040	20,00,000	28,60,412	3,12,41,250	37,27,26,862	100.00

Notes : 1) The pre-issue shareholding pattern is based on the latest shareholding pattern filed with stock exchange i.e. April 29, 2026

2)The post-issue shareholding has been calculated on a fully diluted basis, taking into account the proposed allotment of 3,12,41,250 warrants convertible into equity shares, the allotment of 28,60,412 equity shares approved on May 11, 2026, and assuming full conversion of the outstanding 20,00,000 warrants and 12,23,31,040 FCCBs into equity shares.

3) Post issue shareholding structure may change depending upon any other corporate action in between.