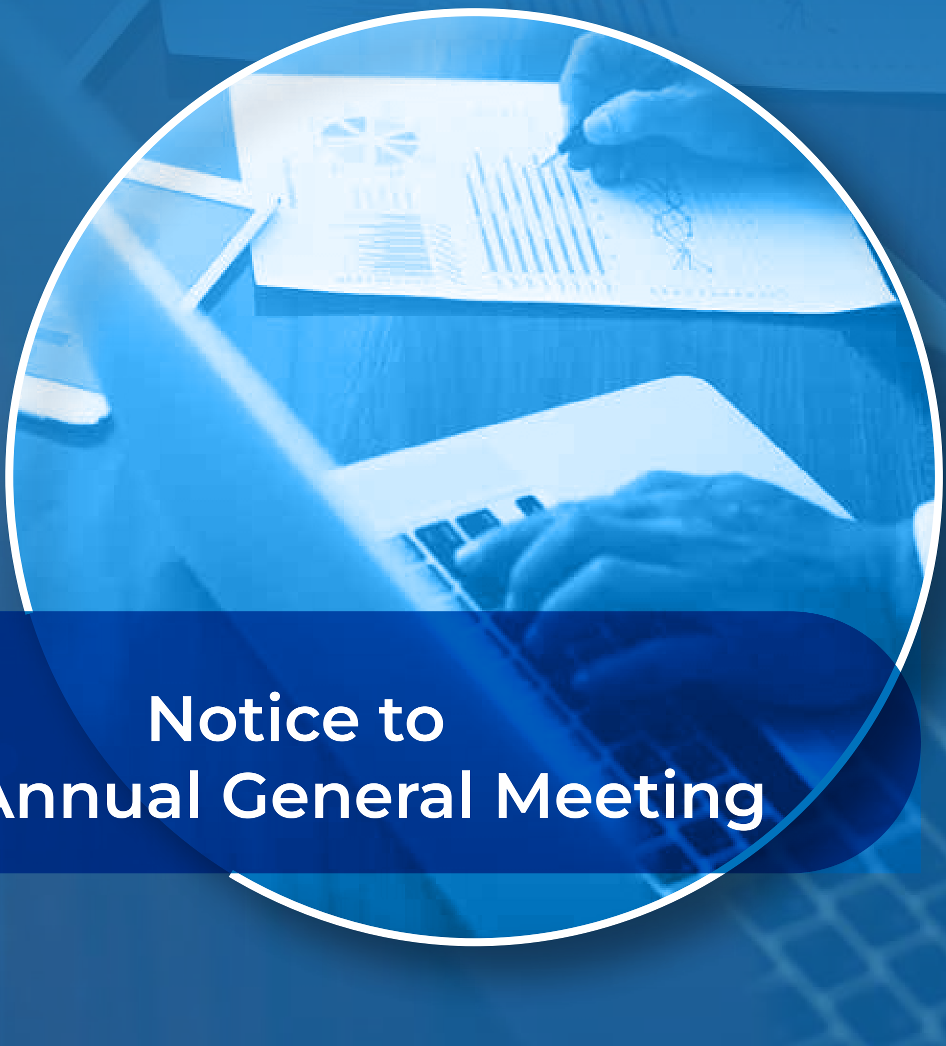

Notice to
32nd Annual General Meeting

Notice to 32nd Annual General Meeting

Notice is hereby given that the **32nd Annual General Meeting** ("AGM") of the Shareholders of Orchasp Limited will be held on **Wednesday 30th September 2026 at 10:30 A.M.** at Plot No-19 & 20, Moti Valley, Trimulgherry, Secunderabad 500 015 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business

Item No. 1: To receive, consider, and adopt the Audited Financial Statements for the financial year ended on March 31, 2026

To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended on **March 31, 2026** together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"**RESOLVED THAT** the audited Financial Statements (standalone and consolidated) of the Company for the financial year ended on **March 31, 2026** and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2: To appoint Mr.Krishna Shankar Kanamarlapudi (DIN: 10946978), who retires by rotation as a director

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

"**RESOLVED THAT** Mr.Krishna Shankar Kanamarlapudi (DIN: 10946978), be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business:

Item No. 3: To appoint Ms.. Sirisha Pattapurathi (DIN: 02185189) as Non-Executive, Non-Independent Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Ms.. Sirisha Pattapurathi (DIN: 02185189), who was appointed by the Board of Directors as an Additional Director of the Company with effect from **February 10, 2026** and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Ms.. Sirisha Pattapurathi, for the office of Director, be and is hereby approved, and Ms.. Sirisha Pattapurathi be and is hereby appointed as a Director of the Company, in the category of Non-Executive, Non-Independent Director (Promoter Group), liable to retire by rotation.

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 take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No 4: To appoint Mr. Srinivasu Sunkara (DIN: 11509166) as Independent Director of the Company.

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

"RESOLVED THAT Mr. Srinivasu Sunkara (DIN: 11509166) who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from **February 10, 2026**, on the recommendation of Nomination and Remuneration Committee by the Board of Directors, in terms of Section 161(1) of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby, appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17(1C), 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, the Articles of Association of the Company, in accordance with the recommendation of Nomination and Remuneration Committee and approval by the Board of Directors, Mr. Srinivasu Sunkara (DIN: 11509166) , who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of **five (5)** consecutive years, i.e., from **February 10, 2026** to **February 09, 2031** (both days inclusive)."

"RESOLVED FURTHER THAT any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

Item No 5: To appoint Mr. Ravi Prasad Muthyam (DIN:06603818) as Independent Director of the Company.

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

"RESOLVED THAT Mr. Ravi Prasad Muthyam (DIN:06603818) who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from **March 6, 2026,** on the recommendation of Nomination and Remuneration Committee by the Board of Directors, in terms of Section 161(1) of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby, appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17(1C), 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, the Articles of Association of the Company, in accordance with the recommendation of Nomination and Remuneration Committee and approval by the Board of Directors, Mr. Ravi Prasad Muthyam (DIN:06603818), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of **five (5)** consecutive years, i.e., from **March 6, 2026** to **March 5, 2031** (both days inclusive)."

"RESOLVED FURTHER THAT any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

Item No 6: To issue equity shares on preferential basis to M/s Wahtulmsylh Llmqawlat (C.R. No. 105596)

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

"RESOLVED THAT pursuant to Sections 23, 42, 62(1)(c), and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of preferential issue as contained in Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI(ICDR) Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 ("FEMA"), the listing agreement entered into by the Company with the BSE Limited and National Stock Exchange of India Limited ("Stock Exchange") on which the Equity shares of the Company having face value of ₹ 2 each ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), Securities Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), and / or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other terms, alterations, modifications, conditions, corrections, changes, and variations that may be decided by the Board of Directors of the Company ("Board") in its absolute discretion, the approval of the members be and is hereby accorded to the Board to create, issue, offer, and allot, in one or more tranches, up to **1,50,00,000 (One Crore Fifty Lakhs)** Equity Shares of Face value of **Rs. 2/- (Rupees Two Only)** each at an issue price of **Rs.4.74/- (Rupees Four and Seventy Four Paise)** each, including a premium of **Rs. 2.74/- (Rupees Two and Seventy Four Paise)** each, aggregating up to **Rs. 7,11,00,000/- (Rupees Seven Crores Eleven Lakhs Only)** for cash consideration, on a preferential basis, to M/s. Wahtulmsylh Llmqawlat (C.R. No. 105596), who belongs to Promoter Category.

RESOLVED FURTHER THAT the issue of equity shares to M/s. Wahtulmsylh Llmqawlat (C.R. No. 105596) on a preferential basis is be made upon conversion of outstanding loan amount in terms of the Loan Agreement-cum-Memorandum of Understanding dated **August 18, 2025** entered into between the Company and the proposed allottee. "

"RESOLVED FURTHER THAT pursuant to Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the minimum price/ floor price of the Equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the higher of the following:

a) the 90 trading days' volume weighted average price of the Company's Equity Shares quoted on the recognised Stock Exchange preceding the "Relevant Date"; or

b) the 10 trading days' volume weighted average price of the Company's Equity Shares quoted on the recognised Stock Exchange preceding the "Relevant Date"

"RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as **August 28, 2026,** being the date thirty days prior to the date of passing of the Special Resolution by Members at the Annual General Meeting."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on Preferential basis shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. the Equity Shares to be allotted shall be fully paid-up and rank pari - passu in all respects (including with respect to voting powers and dividend, if any, declared plus other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares), with the existing fully paid-up Equity Shares of the Company.

b. allotment shall only be made in dematerialized form. The monies due to the Proposed Allottee shall be utilized in accordance with Section 42 of the Companies Act, 2013.

c. the Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, subject to receipt of necessary permission(s), sanction(s) and approval(s).

d. the Equity Shares shall be allotted within a period of **15 (Fifteen) days** from the date of passing of this resolution, provided that where any application for any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of receipt of last of such approval or permission."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from both the Stock Exchange(s) i.e BSE Limited and National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Equity Shares including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential offer."

"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 Company Secretary & Compliance Officer of the Company be and are hereby severally authorized - for and on behalf of the Company - to take all such actions and do all such deeds, matters, and things as they may, in their absolute discretion, deem necessary, desirable or expedient, to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose of offer and allotment of the said Equity Shares, 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 / Board."

Item No 7: To appoint Secretarial Auditors of the company

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, T.Durga Pallavi, Practising Company Secretary (Peer Review No. 3876/2023) be and is hereby appointed as Secretarial Auditor of the Company for term of **four (4)** consecutive years commencing from financial year **2026-27** till financial year **2029-30**, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor."

By Order of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar.

P. Chandra Sekhar
Chairman, Managing Director & CFO
DIN: 01647212

Place: Hyderabad
Date: 31-08-2026

Notes

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 , 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act,2013 setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2 to 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed.

3. Further, the Securities and Exchange Board of India ('SEBI'), vide Regulations 36(1), 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.

4. Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company's website https://orchasp.com/, website of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited (NSE) https://www.nseindia.com/, and on the website of Company's Registrar and Transfer Agent, Aarthi Consultants Private Limited ("RTA") at https://www.aarthiconsultants.com and on the website of CDSL https://www.evotingindia.com/.

5. For receiving all communication (including Annual Report) from the Company electronically:

   a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretarial@orchasp.com or to the RTA at info@aarthiconsultants.com.

   b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

7. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to rkmallour@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs 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.

8. Book Closure Date for the purpose of AGM: **from September 24, 2026 to September 30, 2026** (both days included)

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at https://orchasp.com/investors/ and on the website of the Company's RTA, Aarthi Consultants Private Limited at https://www.aarthiconsultants.com/DownLoads/Form%20ISR-4%20Duplicate%20and%20other%20serices%20in%20demat.pdf It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Aarthi Consultants Private Limited ("RTA") for assistance in this regard.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, which is available on the Company's website at https://orchasp.com/investors/ and the same is available on the RTA's website at https://www.aarthiconsultants.com/DownLoads/Form%20No.%20SH-13.pdf. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be, which are available on the Company's website at https://orchasp.com/investors/ and the same are available on the website of the Company's RTA, Aarthi Consultants Private Limited at https://www.aarthiconsultants.com/DownLoads/Form%20ISR-3.pdf or https://www.aarthiconsultants.com/DownLoads/Form%20No.%20SH-14.pdf. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Aarthi Consultants Private Limited in case the shares are held in physical form.

13. For updating the signature of the securities holder, the holder / claimant shall furnish original cancelled cheque and banker's attestation of the signature in Form ISR-2. The same is available on the company's website at https://orchasp.com/investors/, and the same is available on the RTA's website at https://www.aarthiconsultants.com/DownLoads/Form%20ISR-2.pdf.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website at https://orchasp.com/investors/.

16. The Board has appointed T. Durga Pallavi, Practicing Company Secretary (ACS No. A23864; C P No. 19724) as the scrutinizer of the company to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner.

17. Instructions for E-Voting and Joining the AGM are as Follows:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 MCA Circulars 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 AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://orchasp.com/investors/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020 dated 05.05.2020**, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2025 or 2026, to conduct their AGMs through VC or OAVM on or before 30th September, 2026 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

The Instructions of Shareholders for E-Voting and Joining Virtual Meetings are as Under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **September 27, 2026 at 9.00 A.M** and ends on **September 29, 2026 05.00 P.M**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at rkmallour@gmail.com ; secretarial@orchasp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders Attending the AGM Through VC/OAVM & E-Voting During Meeting are as Under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@orchasp.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those Shareholders whose E-mail/Mobile No. are not Registered with the Company/Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@orchasp.com info@aarthiconsultants.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

18. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

19. A member can opt for only single mode of voting per EVSN, i.e., through remote e-voting or voting at the Meeting. If member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.

    A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, September 23, 2026 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting at AGM.

20. Non-Resident Indian members are requested to inform VCC / respective DPs, immediately of:

    - Change in their residential status on return to India for permanent settlement.
    - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

September 2026

Sun	Mon	Tue	Wed	Thu	Fri	Sat
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	**23**	**24**	25	26
27	28	**29**	**30**			

Record Date:	23rd September, 2026
E-Voting	27th Septermber, 2026 - 9.00 AM to 29th September, 2026 - 5.00 PM
Book closure	24th September, 2026 to 30th September, 2026
AGM	30th September, 2026 at 10.30 AM

ORCHASP

Registered & Corporate Office:

Orchasp Limited

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Trimulgherry, Secunderabad - 500 015. Telangana State, India.
Phone:+91 40 47766123 / 24, Fax: +91 40 47766143
Email: info@orchasp.com Website: www.orchasp.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:

The following statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 7 in the Notice:

Item No. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms.. Sirisha Pattapurathi (DIN: 02185189) as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director (Promoter Group) with effect from February 10, 2026, pursuant to Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company. In terms of Section 161(1), Ms.. Sirisha Pattapurathi holds office as an Additional Director only up to the date of this Annual General Meeting, and it is proposed that she be appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The approval of shareholders for this appointment is being sought at this Annual General Meeting, being the next general meeting of the Company following the date of appointment.

Accordingly, the Board of Directors in its meeting held on August 31, 2026 has resolved to obtain approval from shareholders for the appointment of Ms.. Sirisha as Non-Executive, Non-Independent of the Company as mentioned in Item No.3 of the notice.

Further, Ms.. Sirisha submitted that she is not disqualified to act as Director as per the provisions of Section 164 of the Companies Act, 2013, confirmed that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority and disclosed under Regulation 7 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 that she holds 1100 equity shares of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Except Ms.. Sirisha Pattapurathi, Mr. Chandra Sekhar Pattapurathi, Ms..Rajeswari Pattapurathi , none of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on February 10, 2026, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mr.Srinivasu Sunkara (DIN: 11509166) as an Additional Director (Category: Non-Executive Independent) of the Company. The appointment of Mr.Srinivasu Sunkara has been made pursuant to Section 149 read with Schedule IV of the Act and in accordance with the Articles of Association of the Company as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years with effect from February 10, 2026 to February 9, 2031 (both days inclusive), subject to approval of the Members.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The approval of shareholders for this appointment is being sought at this Annual General Meeting, being the next general meeting of the Company following the date of appointment.

In terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of the independent director of a listed entity shall be subject to the approval of members by way of Special Resolution.

Mr.Srinivasu Sunkara is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The

Company has received consent from him to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has also received a declaration from Mr.Srinivasu Sunkara, confirming that he meets the criteria of independence as specified under the Act and the SEBI Listing Regulations and 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.

In the opinion of the Board, Mr.Srinivasu Sunkara is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Mr.Srinivasu Sunkara holds M.Sc (Computer Science); Ph.D. in Data Mining (Clustering) from Andhra University and is a IT consultant with over two decades of experience.

Further, he has confirmed that he is in compliance with Rules 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

He is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any shares in the Company.

Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in such meetings, no other remuneration is being proposed to be paid to Mr.Srinivasu.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr.Srinivasu and all other documents referred to in the accompanying Notice and this statement are available for inspection by members, without any fee, at the Company's Registered office during business hours on all working days till the end of the remote e-voting period.

The Board considers that the appointment of Mr.Srinivasu as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 4 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on March 6, 2026, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mr. Ravi Prasad Muthyam (DIN:06603818) as an Additional Director (Category: Non-Executive Independent) of the Company. The appointment of Mr. Ravi has been made pursuant to Section 149 read with Schedule IV of the Act and in accordance with the Articles of Association of the Company as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years with effect from March 6, 2026 to March 5, 2031 (both days inclusive), subject to approval of the Members.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The approval of shareholders for this appointment is being sought at this Annual General Meeting, being the next general meeting of the Company following the date of appointment.

In terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of the independent director of a listed entity shall be subject to the approval of members by way of Special Resolution.

Mr. Ravi Prasad Muthyam is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received consent from him to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has also received a declaration from Mr. Ravi Prasad Muthyam , confirming that he meets the criteria of independence as specified under the Act and the SEBI Listing Regulations and 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.

In the opinion of the Board, Mr. Ravi Prasad Muthyam is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Mr. Ravi Prasad Muthyam holds MBA from Osmania University and is a Management and Financial Services Consultant with over two decades of experience.

Further, he has confirmed that he is in compliance with Rules 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

He is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any shares in the Company.

Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in such meetings, no other remuneration is being proposed to be paid to Mr. Ravi Prasad Muthyam .

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Ravi Prasad Muthyam and all other documents referred to in the accompanying Notice and this statement are available for inspection by members, without any fee, at the Company's Registered office during business hours on all working days till the end of the remote e-voting period.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

The Board considers that the appointment of Mr.Ravi as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 5 for the approval of the Members.

Item No 6:

The Special Resolution under Item No. 6 of this Notice has been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, for preferential issue of: up to **1,50,00,000 (One Crore Fifty Lakhs)** Equity Shares of Face value of **Rs. 2/- (Rupees Two Only)** each at an issue price of **Rs. 4.74/- (Rupees Four and Seventy Four Paise)** each, including a premium of **Rs.2.74/- (Rupees Two and Seventy Four Paise)** each, aggregating up to **Rs. 7,11,00,000/- (Rupees Seven Crores Eleven Lakhs Only)** for cash consideration i.e., pursuant to conversion of outstanding loan amount in terms of the Loan Agreement-cum-Memorandum of Understanding dated 18th August 2025 entered into between the Company and the proposed allottee.

The Board in its meeting held on August 31, 2026 proposes to issue Equity Shares to a Promoter Category, in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board subject to and in accordance with the provisions of the SEBI(ICDR) Regulations, 2018, Companies Act,2013 and subject to necessary approvals from BSE Ltd, National Stock Exchange of India Limited and other Regulatory Authorities.

Pursuant to provisions of Section 42, 62(1)(c) of the Companies Act, 2013 and Regulation 160 of SEBI(ICDR) Regulations, 2018, any preferential issue of securities is required to be approved by the shareholders by way of Special Resolution.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018, are set forth below:

1. Objects of the preferential issue:

The total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding dues and there will be no utilization towards general corporate purposes.

2. Kinds of securities offered, price at which security is being offered, particulars of the offer including date of passing of Board resolution:

The Board of Directors at its meeting held on August 31, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to **1,50,00,000 (One Crore Fifty Lakhs)** Equity Shares of Face value of **Rs. 2/- (Rupees Two Only)** each at an issue price of **1,50,00,000 (One Crore Fifty Lakhs)** Equity Shares of Face value of **Rs. 2/- (Rupees Two Only)** each at an issue price of **Rs. 4.74/- (Rupees Four and Seventy Four Paise)** each, including a premium of **Rs. 2.74/- (Rupees Two and Seventy Four Paise)** each, aggregating up to **Rs. 7,11,00,000/- (Rupees Seven Crores Eleven Lakhs Only)** for cash consideration i.e., pursuant to conversion of outstanding loan amount in terms of the Loan Agreement-cum-Memorandum of Understanding dated 18th August 2025 entered into between the Company and the proposed allottee

3. Relevant date with reference to which the price has been arrived at:

The "Relevant Date" in relation to the issue of these Equity Shares and Warrants is in accordance with Regulation 161 of Chapter V of SEBI (ICDR) Regulations for determining the minimum issue price is Friday, August 28, 2026, being the date 30 (thirty) days prior to the date of the Annual General Meeting.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The Equity shares of the Company are listed and traded on BSE Ltd and National Stock Exchange of India Limited and the price of the said issue has been determined in compliance with Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

The minimum issue price shall be **Rs. 1.79/-(Rupees one and Seventy Nine Paisa)**, being higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on NSE preceding the relevant date is Rs. 1.79/- or
- the 10 trading days' volume weighted average prices of the related equity shares quoted on NSE preceding the relevant date is Rs. 1.37/-

The above minimum issue price was determined by J M T & Associates., Chartered Accountants, who are the Statutory Auditors (Address: A Wing, Winsway Complex, 301, 304, 305, Old Police Lane, near Andheri Railway Station, Andheri East, Mumbai 400069) of the Company based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Moreover, as per Sections 42 and 62 of the Companies Act, 2013, the price arrived at on the bases of the Valuation Certificate from Mr. N V Subba Rao Kesavarapu, Registered Valuer, Vide Registration Number: IBBI/RV/02/2019/12292 (Address: Pratima Arcade, Karnataka Bank building, Flat No 201, KPHB, Phase 6, Kukatpally, Hyderabad) is Rs.1.79/- per equity share.

After considering the whole scenario above, the price of the Equity Shares and Convertible Warrants to be allotted on preferential basis is set at Rs 4.74./- each (including premium of Rs. 2.74/- each), which is not lower than the price determined by the Independent Registered Valuer. The same is in compliance with and in accordance with Regulation 164 of SEBI (ICDR) Regulations, 2018. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above.

The report from Statutory Auditors is available on the web-site at https://orchasp.com/wp-content/themes/orchasp/assets/files/CA-Certificate-2026.pdf

The valuation report from the Independent register Valuer is available on the web-site at https://orchasp.com/wp-content/themes/orchasp/assets/files/ValuationReport-2026.pdf

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

The Equity Shares shall be issued and allotted to the Investors in Promoter Category as detailed herein below. The Company has obtained the PAN of the proposed allottee:

Proposed Allottee	Maximum No of Equity Shares	Total Amount Rs	Category
M/s. Wahtulmsylh Llmqawlat	1,50,00,000	7,11,00,000	Promoter

6. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee: Mr. Kanamarlapudi Krishna Shankar

7. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The Equity Shares are being offered to the proposed allottee, who belongs to the category of Promoters & Promoter Group of the Company.

Apart from Mr. Krishna Shankar Kanamarlapudi (Director, DIN: 10946978) and Mr. Koteswara Rao Kanamarlapudi (Promoter) no other Promoter, Director or Key Managerial Personnel or Senior Management of the Company intends to subscribe to the Offer.

8. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of resolution by the members in the ensuing Annual General Meeting, subject to receipt of any approval or permission from BSE and NSE, any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

9. Shareholding pattern of the Company before and after the preferential issue:

SL. No	Category	Pre-Issue ^		Post-Issue	
		No. of Equity Shares	%. of Shares Holding	No. of Equity Shared	%. of Shares Holding
A	**Promoter's & Promoter Group**				
1	Indian				
	Individual	6,40,14,368	18.48	7,90,14,368	21.86
	Bodies Corporate	-	-	-	-
	Sub-Total	**6,40,14,368**	**18.48**	**7,90,14,368**	**21.86**
2	**Foregin Promoter & Promoter Group**				
	Individual	-	-	-	-
	Sub-Total (A)	**6,40,14,368**	**18.48**	**7,90,14,368**	**21.86**
B	**Non-Promotor's holding**				
1	**Institutional Investores**	-	-	-	-
2	**Non-institutional Investores**				
	Private Corporate Bodies	1,66,19,976	4.80	1,66,19,976	4.60
	Directors and relatives	-	-	-	-
	Indian Public	15,65,85,476	45.20	15,65,85,476	43.32
	Others [including Non-resident Indians]	10,92,05,546	31.52	10,92,05,546	30.22
	Sub-Total (B)	**28,24,10,998**	**81.52**	**28,24,10,998**	**78.14**
	GRAND TOTAL (A+B)	**34,64,25,366**	**100.00**	**36,14,25,366**	**100.00**
	^ As on February 28, 2026				

10. The percentage of post Preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

S. No	Proposed Allottees	Pre Issue		Post Issue	
		No. of Equity Shares	%	No. of Equity Shares	%
1	M/s. Wahtulmsylh Llmqawlat	-	-	1,50,00,000	4.15

11. Lock In Period:

The Equity Shares to be allotted shall be under lock-in for such period as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding, if any, of the proposed allottee shall also be subject to the lock-in restrictions for such period as specified under Chapter V of SEBI ICDR Regulations.

12. Principle terms of assets charged as securities:

No assets were charged as securities.

13. Certificate from Practicing Chartered Accountant

A certificate from JMT & Associates, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate is available at the website of the Company at https://orchasp.com/wp-content/themes/orchasp/assets/files/CA-Certificate-2026.pdf

14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Currently, the Proposed Allottee does not hold any securities but post the preferential issue, it is categorized as promoter.

15. Issue of specified securities for consideration other than cash: Not Applicable

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

The Company has not made any preferential allotment during the period from April 1, 2026 till the date of this Notice.

17. Undertakings:

The Company hereby undertakes and confirms the following:

- That the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018 where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees;
- None of the proposed allottees have sold or transferred any Equity Shares of the Company during 90 trading days preceding the relevant date;
- The Company is eligible to make the Preferential Issue to its Investors under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd and National Stock Exchange of India Limited at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and the relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

18. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares as specified in the resolution is being sought by way of a special resolution as set out in the said items of the Notice.

Though Mr. Krishna Shankar Kanamarlapudi, Director of the Company is a 100% Shareholder and Founder of Wahtulmsylh Llmqawlat, Doha, Qatar, the issue of specified securities on preferential basis is not a related party transaction as per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations"), subject to compliance of the requirements specified there-in.

Issue of the Equity Shares would be well within the Authorized Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in the said Item in the accompanying notice for approval by the members.

Except Mr. Krishna Shankar Kanamarlapudi (Director, DIN: 10946978) and Mr. Koteswara Rao Kanamarlapudi (Promoter), none of the Directors, Promoters, Key Managerial Personnel or their respective relatives, beyond the shares held by them, is in any way, concerned or interested, financially or otherwise in the said resolution.

Item No 7:

The Board of Directors , based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of T Durga Pallavi, Practising Company Secretary, a peer reviewed auditor (P.R.No.3876/2023) as Secretarial Auditor of the Company for a term of four consecutive years commencing from FY 2026-27 till FY 2029-30, subject to the approval of the Members.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

T Durga Pallavi is a Practising Company Secretary based in Hyderabad with more than 15 years of experience. She has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

She is well equipped with a quality team and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence.

She has confirmed that the she is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by her as Secretarial Auditor is within the purview of the said regulation read with SEBI Circular No. SEBI/ HO / CFD / CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs2,75,000/- (Rupees Two Lakh and Seventy Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2027, and for subsequent year(s) of its term, such fees as may be mutually agreed between the Board of Directors and Durga Pallavi.

In addition to the secretarial audit, Durga Pallavi shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Details of Directors Seeking Appointment / Re-Appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the director	Mr. Krishna Shankar Kanamarlapudi	Ms.. Sirisha Pattapurathi	Mr. Srinivasu Sunkara	Mr. Ravi Prasad Muthyam
Director Identification Number	10946978	02185189	11509166	06603818
Date of Birth (Age)	07-10-1980 (45 years)	06-11-1976 (49 years)	09-01-1980 (46 years)	05-08-1980 (46 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	07-02-2025	10-02-2026	10-02-2026	06-03-2026
Educational Qualification	Bachelor in Computer Science from USA.	MBA from The University of Sheffield, UK	M.Sc (Computer Science); Ph.D. in Data Mining (Clustering)	MBA from Osmania University
Experience (including expertise in specific functional areas) / Brief Resume	IT Services, Construction and Trading Activities in Qatar and Republic of Saudi Arabia	Working in IT Company as a Te chnology Management (Finance and Risk & Crisis Management)	IT Consultant	Management and Financial Services Consultant.
Directorships held in other companies (excluding foreign companies)	Opiniora Consulting Private Limited	PAS Global LLP Thrayee Global LLP	Nil	Money Tree Corp Consulting India Private Limited SKI-HI International Consulting Private Limited
Membership / Chairmanships of committees across companies (excluding foreign companies)	None	None	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	Related to Chandra Sekhar Pattapurathi (Brother)	None	None
No. of shares held in the Company either by self or as a beneficial owner	Nil	1,100 Equity Shares	Nil	14,95,100
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per the Ordinary resolution set forth at Item No. 2 of this Notice.	As per the Ordinary resolution and explanatory statement set forth at Item No. 3 of this Notice.	As per the Special resolution and explanatory statement set forth at Item No. 4 of this Notice.	As per the Special resolution and explanatory statement set forth at Item No. 5 of this Notice.
Name of listed entities from which the person has resigned in the past three years	NA	NA	NA	Vijay Textiles Limited

For other details such as number of meetings of the Board attended during the year; remuneration last drawn & sought to be paid; and the manner in which the person proposed to be appointed / re-appointed meets such requirements, etc. please refer to the Corporate Governance Report which is a part of the Annual Report.

ORCHASP

Orchasp Limited

CIN: L72200TG1994PLC017485

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