

NOTICE OF 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 13TH ANNUAL GENERAL MEETING ("AGM") OF THE SHAREHOLDERS OF PRISMA GLOBAL LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 28, 2026, AT 09:00 A.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

ITEM NO. 01:

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Auditors thereon, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolutions**:

- a. **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b. **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2026, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

ITEM NO. 02:

APPOINTMENT OF MR. AMITABH ROY CHOWDHURY (DIN: 06484836) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Amitabh Roy Chowdhury (DIN: 06484836), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

ITEM NO. 03:

TO APPOINT THE STATUTORY AUDITOR TO FILL THE CASUAL VACANCY IN THE OFFICE OF STATUTORY AUDITOR FOR FY 2025-26

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

Prisma Global Limited (U72900MH2013PLC240611)

5th Floor - 2, Star Hub, Sahar Airport Road, Andheri (East), Mumbai - 400059, India.
T : 022 6812 1100 www.prisma.ai



"RESOLVED THAT pursuant to sub-section (8) of section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s Gujar and Kulkarni, Chartered Accountants (FRN:140182W), as Statutory Auditors of the Company for FY 25-26, made by the Board of Directors at its meeting held on 23rd July 2026 to fill the casual vacancy caused by the resignation of M/s Dixit Dattatray & Associates, Chartered Accountants (FRN: 102665W), the erstwhile Statutory Auditors of the Company for FY 25-26, be and is hereby approved by the members of the Company, to hold office from the date of board resolution until the conclusion of the ensuing Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign, execute and file all such documents, forms, applications and writings, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, and making necessary filings, if any, with the concerned statutory authorities."

ITEM NO. 04:

APPOINTMENT OF M/S PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP (FRN: 012754/N500016) AS THE STATUTORY AUDITOR 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 the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, and such other rules made there under, as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754/N500016), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five (5) consecutive years from the conclusion of the 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company, on such terms and conditions including remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be deemed necessary, proper, expedient or incidental thereto to give effect to this resolution."



SPECIAL BUSINESS:

ITEM NO. 05:

APPROVAL OF ALTERATION OF THE 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 Sections 5, 14, 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws, the Articles of Association of the Company be and are hereby further altered by inserting the following new Article numbered as **Article 8A** immediately after the existing Article 8 or at such other appropriate place as may be determined by the Board of Directors

Insertion of Article 8A

"The Company shall have the power to issue Employee Stock Options ("ESOPs") to eligible employees, directors or other persons, as may be permitted under applicable law, in accordance with Section 2(37), Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, the rules made thereunder and all other applicable laws, rules, regulations, notifications, circulars and guidelines, as amended from time to time, and subject to such approvals, consents and conditions as may be prescribed thereunder."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 5, 14, 161(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby further altered by inserting the following new Article numbered as Article **66A**:

Insertion of Article 66A

"The Board of Directors shall have the power to appoint Nominee Director(s) on the Board of the Company in accordance with the provisions of the Companies Act, 2013 and other applicable laws."

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall be deemed to include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to: (a) finalise the amendments to the Articles of Association, including the numbering, sequencing and placement of the altered or newly inserted Articles; (b) make such modifications, additions, deletions or alterations to the proposed amendments as may be required or considered necessary pursuant to the observations or requirements of the Registrar of Companies or any other statutory, regulatory or governmental authority; (c) execute, sign and deliver all deeds, documents, writings, applications, declarations and other instruments as may be necessary or desirable; (d) file the requisite e-forms, returns and documents with the Registrar of Companies and other authorities; and (e) do all such acts, deeds, matters and things and take all



such steps as may be necessary, desirable, proper or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring any further approval of the Members of the Company."

ITEM NO. 06:

APPROVAL OF THE "PRISMA AI - EMPLOYEE STOCK OWNERSHIP PLAN – 2026" ("PRISMA AI ESOP – 2026") AND CREATION, OFFER, ISSUE AND ALLOTMENT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES 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 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and such other applicable provisions under of Companies Act 2013, the rules made thereunder and any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions or sanctions, the consent of the Members 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 thereof exercising the powers conferred on the Board by this Resolution) to grant, offer, issue and allot employee stock options under the **"Prisma AI - Employee Stock Ownership Plan – 2026"** (hereinafter referred to as **"Prisma AI ESOP – 2026"**), exercisable into not exceeding **50,295 (Fifty Thousand Two Hundred Ninety Five Only) Equity Shares** of the Company, to or for the benefit of such persons who are in the permanent employment of the Company, including any Director, whether whole-time or otherwise, but excluding Independent Directors of the Company (collectively referred to as the "Employees"), at such exercise price, on such terms and conditions, and in one or more tranches, as may be determined by the Board in accordance with the provisions of Prisma AI ESOP 2026 and applicable law.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing Resolution, but subject to the terms set out in the Explanatory Statement annexed to this Resolution, which are hereby approved by the Members, and subject to any amendment or modification thereof, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to institute and implement the Prisma AI ESOP 2026 in accordance with the Plan approved by the Members, with the authority to modify the same in such manner as may be deemed fit, and to determine the detailed terms for the grant of Employee Stock Options, including the eligibility of Employees under Prisma AI ESOP 2026, the timing of grant of such options, the number of options to be granted in each tranche, the terms and conditions or combination thereof applicable to such grants, including grants made at different points of time, the manner of administration and implementation of Prisma AI ESOP 2026, the period within which the Employees may exercise the options, the treatment of options in the event of termination, resignation or occurrence of any other specified event, the entitlement to dividend, if any, on the Equity Shares arising upon



exercise of the options, and all such other terms and conditions as may be necessary or incidental to the implementation and administration of Prisma AI ESOP 2026 in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT in the event of any corporate action, including but not limited to a rights issue, bonus issue, stock split, consolidation of Equity Shares, merger, demerger, sale of division or any other reorganisation of the capital structure of the Company, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to make such fair and reasonable adjustments to the number of Employee Stock Options granted, the number of Equity Shares covered thereunder, the exercise price and the maximum number of Equity Shares available for grant under the Prisma AI ESOP 2026, as may be necessary or appropriate in accordance with the provisions of Prisma AI ESOP 2026 and applicable laws, so that the rights of the option grantees are not prejudicially affected.

RESOLVED FURTHER THAT pursuant to the aforesaid authority, where additional Equity Shares are required to be issued to the option grantees for the purpose of giving effect to such corporate action, the maximum number of Equity Shares available under Prisma AI ESOP 2026 shall stand suitably adjusted, and in the event of sub-division or consolidation of the Equity Shares of the Company, the number of Employee Stock Options and/or Equity Shares covered thereunder and the exercise price payable by the option grantees shall automatically stand proportionately adjusted in the same ratio as the existing face value of the Equity Shares bears to the revised face value after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Equity Shares allotted upon exercise of the Employee Stock Options granted under Prisma AI ESOP 2026 shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend and other corporate benefits, except as otherwise provided under applicable law or the terms of issue.

RESOLVED FURTHER THAT the Company shall comply with the applicable accounting standards and accounting policies, as prescribed under applicable laws from time to time in relation to the Plan.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include the Nomination and Remuneration Committee of the Company acting as the Compensation Committee) be and is hereby authorised to establish, bring into effect, interpret, administer and implement Prisma AI ESOP 2026 and to grant, offer, issue and allot Employee Stock Options thereunder, to formulate, amend, modify, vary, alter or revise the terms and conditions of Prisma AI ESOP 2026 and/or the rules framed thereunder from time to time, including amendments relating to the number of Employee Stock Options or Equity Shares to be granted, eligibility criteria, exercise price, vesting conditions, vesting period, vesting schedule, exercise period and other terms of grant, and to suspend, withdraw, rescind, revive or re-introduce Prisma AI ESOP 2026, and to make such other determinations and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the effective implementation, administration and operation of Prisma AI ESOP 2026, including settling any questions, difficulties or doubts that may arise in relation thereto, without requiring any further approval of the Members, to the extent permitted under applicable laws.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred by this Resolution to the Nomination and Remuneration Committee acting as the Compensation Committee and/or any Director(s), Key Managerial Personnel, officer(s) or authorized representative(s) of the Company, to the extent permissible under applicable laws, for the purpose of giving effect to Prisma AI ESOP 2026.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things and to execute, sign and file all applications, forms, returns, documents, writings and other papers, and to represent the Company before any statutory, regulatory or governmental authority, as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution and the implementation of Prisma AI ESOP 2026."

ITEM NO. 07:

APPROVAL FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) INCLUDING WHOLLY OWNED SUBSIDIARY COMPANY (IES) OF THE COMPANY UNDER THE "PRISMA AI – EMPLOYEE STOCK OWNERSHIP PLAN, 2026" ("PRISMA AI ESOP 2026")

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 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and other applicable provisions of the Act, the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the appropriate regulatory authorities and subject to such terms and conditions as may be prescribed or imposed while granting such approvals, consents, permissions or sanctions, 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", which term shall be deemed to include any Committee thereof duly constituted to exercise the powers conferred by this Resolution) to grant, offer, issue and allot Employee Stock Options under the **Prisma AI – Employee Stock Ownership Plan, 2026** ("Prisma AI ESOP 2026"), exercisable into such number of Equity Shares of the Company as may be approved under Item No. 06 above, to or for the benefit of such persons who are in the permanent employment of the and/or subsidiary company(ies), including Wholly Owned Subsidiary Company(ies) of the Company, whether existing or future, including any Director, whether whole-time or otherwise, of such subsidiary company(ies), including Wholly Owned Subsidiary Company(ies), but excluding Independent Directors, if any, (hereinafter collectively referred to as the "Employees"), at such exercise price, on such terms and conditions, and in one or more tranches, as may be determined by the Board in accordance with the provisions of Prisma AI ESOP 2026 and applicable laws.



RESOLVED FURTHER THAT in the event of any corporate action, including but not limited to a rights issue, bonus issue, stock split, consolidation of Equity Shares, merger, demerger, sale of division or any other reorganisation of the capital structure of the Company, the Board be and is hereby authorised to make such fair and reasonable adjustments to the number of Employee Stock Options granted, the number of Equity Shares covered thereunder, the exercise price and the number of Equity Shares available for grant to the eligible employees of the subsidiary company(ies), including Wholly Owned Subsidiary Company(ies) under Prisma AI ESOP 2026, as may be necessary or appropriate in accordance with the provisions of Prisma AI ESOP 2026 and applicable laws, so that the rights of the option grantees are not prejudicially affected.

RESOLVED FURTHER THAT where any such corporate action results in the issue of additional Equity Shares or requires adjustment to the number of Employee Stock Options or the exercise price, the Board shall make such proportionate adjustments to the grants made or proposed to be made under Prisma AI ESOP 2026 as it may deem appropriate in accordance with the provisions of Prisma AI ESOP 2026 and applicable laws, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include the Nomination and Remuneration Committee of the Company acting as the Compensation Committee) be and is hereby authorised to administer and implement Prisma AI ESOP 2026 in respect of the eligible Employees of the subsidiary company(ies), including Wholly Owned Subsidiary Company(ies), and to grant, offer, issue and allot Employee Stock Options thereunder, to interpret the provisions of Prisma AI ESOP 2026, to formulate, amend, modify, vary, alter or revise the terms and conditions of the grants and/or the rules framed thereunder from time to time, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the effective implementation and administration of Prisma AI ESOP 2026, including settling any questions, difficulties or doubts that may arise in relation thereto, without requiring any further approval of the Members, to the extent permitted under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred by this Resolution to the Nomination and Remuneration Committee acting as the Compensation Committee and/or any Director(s), Key Managerial Personnel, officer(s) or authorised representative(s) of the Company, to the extent permissible under applicable laws, for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute, sign and file all applications, forms, returns, documents, writings and other papers, and to represent the Company before any statutory, regulatory or governmental authority, as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution."



ITEM NO. 08:

TO AUTHORIZE THE BOARD TO GRANT EMPLOYEE STOCK OPTIONS EQUAL TO OR EXCEEDING ONE PER CENT OF THE ISSUED CAPITAL OF THE COMPANY (AT THE TIME OF GRANT) TO IDENTIFIED ELIGIBLE EMPLOYEES OF THE COMPANY AND SUBSIDIARY COMPANY(IES) INCLUDING WHOLLY OWNED SUBSIDIARY COMPANY(IES) UNDER THE "PRISMA AI - EMPLOYEE STOCK OWNERSHIP PLAN – 2026" ("PRISMA AI ESOP – 2026")

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 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company, the Prisma AI Global Limited – Employee Stock Ownership Plan, 2026 ("Prisma AI ESOP 2026"), and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory and regulatory authorities, 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", which term shall be deemed to include the Nomination and Remuneration Committee of the Company acting as the Compensation Committee and/or any other Committee authorised by the Board for the administration of Prisma AI ESOP 2026) to grant Employee Stock Options under Prisma AI ESOP 2026 to such identified eligible employee(s) of the Company, its Subsidiary Company(ies), including Wholly Owned Subsidiary Company(ies), where the grant of Employee Stock Options to any such identified employee(s), during any one financial year, equals or exceeds one per cent of the issued Equity Share capital of the Company at the time of grant, on such terms and conditions, including the exercise price, vesting schedule, vesting conditions, exercise period and other terms of grant, as may be determined by the Board in accordance with the provisions of Prisma AI ESOP 2026 and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to identify the eligible employee(s), determine the number of Employee Stock Options to be granted, the exercise price, vesting conditions, vesting schedule, exercise period and all other terms and conditions governing such grants, and to interpret, administer and implement Prisma AI ESOP 2026 in respect thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to execute all such documents, writings, applications, forms and filings, and to settle any questions, difficulties or doubts that may arise in relation to the implementation of this Resolution or Prisma AI ESOP 2026, without requiring any further approval of the Members, to the extent permitted under applicable laws.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute, sign and file all applications, forms, returns, documents and writings as may be necessary or expedient to give effect to this Resolution."



ITEM NO. 09:

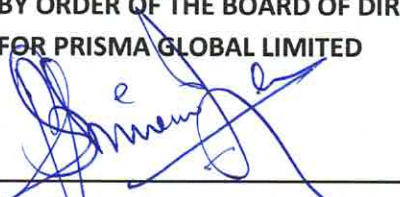
APPOINTMENT OF INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863), who has submitted declarations confirming that he meets the criteria for independence as prescribed under section 149(6) of the Companies Act, 2013 along with the Rules made thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five years commencing from October 1, 2026 up to September 30, 2031 (both days inclusive).

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, desirable or expedient for giving effect to this Resolution."

**BY ORDER OF THE BOARD OF DIRECTORS
FOR PRISMA GLOBAL LIMITED**


SHREERAM SUBRAMANIAM IYER
DIRECTOR
DIN: 02768043



DATE: 28th August 2026

PLACE: Mumbai

NOTES –

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, 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. [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", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"].



Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum.

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 28th August 2026 ("cut-off date") will be entitled to vote during the AGM.

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 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 this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

2. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice. Further the relevant details as required under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
3. In compliance with the applicable provisions of the Act, Rules made thereunder, the Circulars, Notice of the 13th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on 28th August 2026. Members may note that the Annual Report 2025-26 and Notice of AGM will be available at <https://www.prismagl.com/investor-relations> , and on the website of the remote e-voting service provider viz. MUFG Link in MUFG Intime India Pvt Ltd. at <https://instavote.linkintime.co.in>.
4. In compliance with Regulation 36 of Listing Regulations, a letter providing the web-link of the Annual Report 2025-26, is being sent to the Members who have not registered their e-mail address with the Company/Depositories.
5. Physical copy of the Annual Report 2025-26 and the Notice of the 13th AGM shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2025-26, may write to the Company at investors@prisma.ai requesting for the same by providing their holding details and DP ID and Client ID/Folio No.
6. 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 Resolution/ Power of Attorney/Authority Letter 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 email from their registered email address to csrajeshdeepakpalande@gmail.com with a copy marked to investors@prisma.ai. Institutional shareholders/ corporate shareholders 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.

7. Members may join the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") 15 minutes before the scheduled time of commencement of the AGM and up to 15 minutes after such scheduled time by following the procedure specified in this Notice.

8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice will be available electronically for inspection by the Members before as well as during the AGM. Members seeking inspection of such documents can send an email to investors@prisma.ai.

9. To support the green initiative, Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs for all future communications.

10. Members holding Equity Shares in dematerialised form are requested to register or update their postal address, e-mail address, mobile number, Permanent Account Number (PAN), bank account details (including the name of the bank and branch, bank account number, MICR Code and IFSC), nomination details, power of attorney, and any other relevant particulars with their respective Depository Participants ("DPs"), with whom they maintain their demat accounts.

11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of Listing Regulations (as amended), read with the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed **MUFG Intime India Private Limited (RTA)** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by **MUFG Intime India Private Limited (RTA)**.

12. Members of the Company holding shares as on the cut-off date of Monday, September 21, 2026 (cut-off date not earlier than 7 days before the AGM), may cast their vote by remote e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. 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 only shall be entitled to avail the facility of remote e-Voting before / during the AGM.

13. However, if you are already registered with **MUFG Intime India Private Limited (RTA)** 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 <https://in.mpms.mufig.com/>.

14. The remote e-voting period commences on Thursday, September 24, 2026, at 9:00 a.m. (IST) and ends on Sunday, September 27, 2026, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by **MUFG Intime India Private Limited (RTA)** for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date i.e. Monday, September 21, 2026. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., Monday, September 28, 2026. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the website of the **MUFG Intime India Private Limited (RTA)** at <https://in.mpms.mufig.com/> or the Company's website <https://www.prismagl.com/investor-relations>.

15. Members will be provided with the facility for voting through remote electronic voting system during the proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

16. The e-voting module during the AGM shall be disabled by **MUFG Intime India Private Limited (RTA)** for voting 15 minutes after the conclusion of the Meeting.

17. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participant for availing this facility.

18. Rajesh Palande & Co., Practising Company Secretary, has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.

19. The Scrutinizer will submit his report to the Chairman, or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within the time stipulated under the applicable laws. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the shares of the Company are listed, **MUFG Intime India Private Limited (RTA)**, and will also be displayed on the Company's website at <https://www.prismagl.com/investor-relations>.



20. Members are encouraged to submit their questions, if any, in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, and mobile number, at the Company's email address at investors@prisma.ai before 5.00 p.m. (IST) on September 20, 2026. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.

21. Members 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 email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investors@prisma.ai before 5.00 p.m. (IST) on September 20, 2026. Only those Members who have pre-registered themselves as a speaker on the abovementioned email id will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

22. Procedure for registration of e-mail address: The Members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

- i) Members who have not registered their e-mail IDs, are requested to kindly register the same on the website of the Company's RTA agent at the link <https://in.mpms.mufig.com/> as physical copies of AGM Notice as well as the other documents will not be sent to them in physical mode and will be sent only by e-mail, in accordance with the MCA Circulars. Post successful registration of the e-mail, the Member would get soft copy of the AGM Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this AGM. In case of any queries, Member may write to enotices@in.mpms.mufig.com. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants in case the shares are held in dematerialised form and with the Company / RTA in case the shares are held in physical form.
- ii) In terms of Regulations 36 and 58 of the SEBI Listing Regulations, a letter providing the weblink, including the exact path where the complete details of the Annual report are available along with a static Quick Response Code has been sent to the Members / Debenture Holders who have not registered their e-mail address with the DPs / Company / RTA.
- iii) It is clarified that for permanent registration of e-mail address, the members are requested to register their e-mail address, by contacting Depository Participants and registering e-mail ID and mobile number in demat account, as per the process advised by the Depository Participants.



Instructions For Members For Remote E-Voting And Joining General Meeting Are As Under: -

1. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

A. Login method for Individual shareholders holding securities in demat mode:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

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



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
 - b) Click on the "Login" tab available under 'Shareholder/Member' section.
 - c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
 - d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
 - e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
2. Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).



3. Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

- User ID: Enter User ID
- PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company



- Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
 - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
 - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at csrajeshdeepakpalande@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at investors@prisma.ai.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.



- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - After successful login, you will see "Notification for e-voting".
 - Select "View" icon for "Company's Name / Event number".
 - E-voting page will appear.
 - Download sample vote file from "Download Sample Vote File" tab.
 - Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
 - Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at csrajeshdeepakpalande@gmail.com with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at investors@prisma.ai.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:



Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

Instavote USER ID	NSDL	User ID is 8 Character DP ID, followed by 8 Digit Client ID (e.g. IN123456) and 6 digit Client ID (eg. 12345678).
	CDSL	User ID is 10 Digit Beneficiary ID.
	Shares held in physical form	User ID is Exempt No. + Folio no. registered with the Company

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- c) Select the “Company Name” and register with your following details:
- d) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- e) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at investors@prisma.ai.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*



Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link "Cast your vote".
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 03:

The Board of Directors of the Company appointed M/s Gujar and Kulkarni, Chartered Accountants (FRN:140182W), as a statutory Auditors of the Company for FY 2025-2026, to fill the casual vacancy caused by the resignation M/s Dixit Dattatray & Associates, Chartered Accountants (FRN: 102665W).

Pursuant to the provisions of clause (i) of the Section 139(8) and rules made there under appointment of auditor to fill the casual vacancy caused by the resignation of auditor, such appointment shall be approved by the members of the Company at the general meeting convened within three months.

The Board of Directors, at its meeting held on 23rd July, 2026, appointed M/s Gujar and Kulkarni, Chartered Accountants (FRN:140182W), as the Statutory Auditors of the Company for the financial year 2025-2026, subject to the approval of the Members at the ensuing Annual General Meeting. Accordingly, the approval of the Members is sought for the appointment made by the Board of Directors to fill the casual vacancy in the office of Statutory Auditors of the Company.

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

ITEM NO. 04:

The Audit Committee and Board has further recommended the appointment of M/s. Price Waterhouse Chartered Accountants LLP , Chartered Accountants (FRN: 012754/N500016) for a term of 5 (Five) financial years and to hold office from the conclusion of the 13th Annual General Meeting of the Company till the conclusion of the 18th Annual General Meeting of the Company to be held for the Financial Year 2030-31, for approval of the members of the Company.

M/s. M/s. Price Waterhouse Chartered Accountants LLP , Chartered Accountants (FRN: 012754/N500016) have shared their Eligibility and Consent Letter to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Companies, Act 2013 and other applicable rules and regulations.

The Board recommend the resolution at Item No. 04 as an Ordinary Resolution for your approval.

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



ITEM NO. 05:

The Board of Directors has approved, subject to the approval of the Members, the implementation of "Prisma AI – Employee Stock Ownership Plan – 2026" ("PRISMA AI ESOP – 2026"). As the existing Articles of Association of the Company do not contain an enabling provision empowering the Company to issue Employee Stock Options, it is proposed to insert an appropriate enabling Article authorising the Company to create, grant, offer, issue and allot Employee Stock Options in accordance with the provisions of the Act, the rules framed thereunder and other applicable laws.

The Board of Directors has further proposed, subject to the approval of the Members, to alter the Articles of Association of the Company by inserting a new enabling provision as Article 66A. As the existing Articles of Association of the Company do not contain a specific provision empowering the Board of Directors to appoint Nominee Director(s) on the Board of the Company, it is proposed to insert an appropriate enabling Article authorising the Board of Directors to appoint Nominee Director(s) on the Board of the Company in accordance with the provisions of the Companies Act, 2013 and other applicable laws. The proposed insertion of Article 66A is intended to provide the requisite enabling provision in the Articles of Association of the Company in respect of such appointment.

Pursuant to the provisions of Sections 5 and 14 of the Act, any alteration of the Articles of Association of a company requires the approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is sought for alteration of the Articles of Association in the manner set out in the Special Resolution contained at Item No. 5 of the accompanying Notice.

A copy of the existing Articles of Association together with the proposed amendments shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall also be made available for inspection during the meeting.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

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

ITEM NO. 06, 07 & 08:

The Board of Directors of the Company, at its meeting held on 28th August, 2026, approved the Prisma AI – Employee Stock Ownership Plan, 2026 ("Prisma AI ESOP 2026"), subject to the approval of the Members of the Company.



Prisma AI ESOP 2026 has been formulated with the objective of attracting, motivating, rewarding and retaining talented employees and directors of the Company and, where permitted under applicable law and subsidiary company(ies), including Wholly Owned Subsidiary Company(ies). The Plan seeks to foster a sense of ownership amongst eligible employees by aligning their interests with the long-term growth and performance of the Company, thereby enabling the Company to build and retain a committed workforce.

The Nomination and Remuneration Committee of the Board shall act as the Compensation Committee for the purposes of administration and implementation of Prisma AI ESOP 2026 in accordance with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the SEBI (SBEB & SE) Regulations, approval of the Members by way of Special Resolution is required for:

- (i) approval and adoption of Prisma AI ESOP 2026 and creation, offer, issue and allotment of Employee Stock Options to the eligible employees of the Company;
- (ii) extension of the benefits of Prisma AI ESOP 2026 to the eligible employees of the holding company and subsidiary company(ies), including Wholly Owned Subsidiary Company(ies) of the Company; and
- (iii) authorising the grant of Employee Stock Options to any identified eligible employee, whether of the Company or subsidiary company(ies), including Wholly Owned Subsidiary Company(ies), where the grant of options during any one financial year equals or exceeds one per cent of the issued Equity Share capital of the Company at the time of grant.

Accordingly, the Special Resolutions set out at Item Nos. 06, 07 and 08 of the accompanying Notice are placed before the Members for their approval.

The Members may note that the Employee Stock Options proposed to be granted to the employees of the subsidiary company(ies), including Wholly Owned Subsidiary Company(ies), if approved under Item No. 07, shall form part of the overall limit of 50,295 (Fifty Thousand Two Hundred Ninety Five Only) Employee Stock Options proposed under Prisma AI ESOP 2026. No separate pool of options is proposed to be created for such employees.

Further, the approval sought under Item No. 08 is an enabling approval in accordance with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for grant of Employee Stock Options to any identified eligible employee where such grant, during any one financial year, equals or exceeds one per cent of the issued Equity Share capital of the Company at the time of grant.



The principal terms of Prisma AI ESOP 2026 and the disclosures required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 are set out below:

1) The total number of employee stock options to be offered and granted:-

The aggregate number of Employee Stock Options available for grant under Prisma AI ESOP 2026 shall not exceed 50295 (Fifty Thousand Two Hundred Ninety Five Only), each exercisable into one Equity Share of the Company. The Compensation Committee shall determine the number of Options to be granted to each eligible employee within the overall ceiling.

2) Identification of classes of employees entitled to participate:-

All permanent employees of the Company working in India or out of India and Directors and its subsidiary / associate company(ies,) (present or future) (Excluding such employees and directors who are not entitled to stock options pursuant to the provisions of Companies Act, 2013.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

3) Requirements of vesting and period of vesting

The Requirements of vesting and period of vesting shall as per grant letter of each identified employee issued by Board of Directors.

4) Maximum period within which the Options shall be vested

The detail of maximum period of vesting of option shall be as per as per grant letter of each identified employee issued by Board of Directors.

5) The exercise price or the pricing formula for arriving at the same

The Exercise Price per Option shall be determined by the Board or the Nomination and Remuneration Committee. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter at the time of Grant. Mode and manner of payment of Exercise Price shall be determined by the Board or the Nomination and Remuneration Committee.

6) The appraisal process for determining the eligibility of employees to the PRISMA AI ESOP - 2026

The appraisal process for determining the eligibility of the Employee will be specified by the Board of Directors and will be based on criteria such as the grade of Employee, length of service, performance record, CTC, expected potential contribution by the Employee and/or by any such criteria that may be determined by the Board of Directors in its sole discretion.

7) Exercise period and process of exercise

The Exercise period shall be such as may be specified in the PRISMA AI ESOP Scheme, 2026 from time to time.



8) Maximum number of options, to be offered and issued per employee and in aggregate, if any;

Maximum number of options to be granted to an eligible employee shall be as decided by the Board of Directors.

9) The Lock-in period, if any

The Shares allotted to the Grantees pursuant to Exercise of Options may be subject to such lock-in period from the date of allotment, as decided by the Board or the Nomination and Remuneration Committee.

10) The method which the company shall use to value its options;

As per General practice adopted by Industries in the same field of business.

11) The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;

On failure to exercise the options within the prescribed time and on such other terms and condition as specified in PRISMA AI ESOP Scheme, 2026.

12) the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee;

The specified period within which the employee shall exercise the options in the event of proposed termination of employment or resignation of employee is as per PRISMA AI ESOP Scheme, 2026.

13) A statement to the effect that the company shall comply with the applicable accounting standards

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the ESOP Regulations and other Applicable Laws from time to time. The Board shall have all the powers to take necessary decisions for effective implementation of the **PRISMA AI ESOP Scheme, 2026.**

Further as per the provisions of Section 62 of Companies Act, 2013 read with Rule 12 (4) of the Companies (Share Capital and Debenture) Rules, 2014, consent of the members of Company required for grant of employee stock options identified employees, during any one year, equal to or exceeding one per cent of the issued capital of the company at the time of grant of option on such terms and conditions as mentioned in the **PRISMA AI ESOP 2026.**

A copy of **PRISMA AI ESOP 2026** shall be available for inspection by the Members in electronic mode from the date of circulation of the Notice up to the date of the Annual General Meeting.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 06, 07 and 08 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent



of the Employee Stock Options that may be granted to them under Prisma AI ESOP 2026 in accordance with applicable laws.

ITEM NO. 09:

The Board of Directors ("Board"), have recommended appointment of Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863) as an Independent Director with effect from 1st October, 2026 to 30th September, 2031 under the category of Non-Executive Non-Independent Director on the Board of Company. Accordingly, approval is being sought from the Shareholders of the Company for the appointment of Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863) as Director of the Company.

In connection with the above appointment, the Company has received inter alia the following documents from the appointee:

- 1) A consent to act as a Director
- 2) A confirmation that he is not disqualified for being appointed as a Director in terms of Section 164 of the Act;
- 3) A declaration that he meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act

In the opinion of the Board, Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863) fulfills the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director.

As on date of this Notice, Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863) does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863) is not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

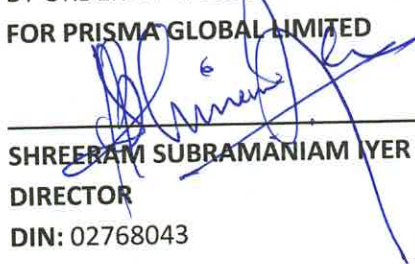
Relevant details relating to the appointment of Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863) as required by the Act, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

Having regard to the qualifications, experience and knowledge of Mr. Nielesh Sattish Bharadwaaj (DIN: 07951863), the Board is of the view that his association would be of immense benefit and value to the Company and, therefore, in accordance with the provisions of Section 149 read with Schedule IV to the Act, the Board now seeks to confirm his appointment as an Independent Director and recommends the Resolution to be passed as an Ordinary Resolution.



None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Nieleesh Sattish Bharadwaaj (DIN: 07951863) is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 9 of the Notice.

BY ORDER OF THE BOARD OF DIRECTORS
FOR PRISMA GLOBAL LIMITED


SHREEBHAM SUBRAMANIAM IYER
DIRECTOR
DIN: 02768043



Date: 28th August 2026

Place: Mumbai

ANNEXURE 1

BRIEF PROFILE OF DIRECTOR BEING APPOINTED / RE-APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Name of the Director	Mr. Nielesh Sattish Bharadwaj
DIN	07951863
Category & Designation	Non-Executive & Independent Director
Date of Birth (Age)	30 th April 1980 (46 Years)
Date of first appointment on the Board	Not Applicable
Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	B.Com Graduate Seasoned Corporate Travel & Hospitality Professional, Entrepreneur and Business Leader with over two decades of experience across corporate travel, hospitality, business development, hotel contracting, group travel, incentive programs, corporate events and strategic client management. Demonstrated career progression from Sales Executive to Director, followed by successful entrepreneurship through the establishment and management of multiple businesses. Strong track record of building long-term corporate relationships, managing large-scale domestic and international groups, and delivering end-to-end travel and event solutions for corporate clients.
Key terms and conditions of appointment / re- appointment	Appointment for a single term up to 5 consecutive years
Remuneration sought to be paid	The remuneration will be paid by way of sitting fees for attending the Board & Committee Meetings as may be decided by the Board of Directors from time to time, within the overall limits prescribed under the Companies Act 2013 and rules made thereunder.
Remuneration last drawn	NIL
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel of the Company	NA



Number of Board Meetings attended during the Financial Year 2026-27 till date.	NA
Directorships held in other Companies	Nil
Chairmanship/ Membership of Board Committees of other Companies	Nil
Terms and Conditions of appointment/ re appointment	1. Appointment for a single term up to 5 consecutive years. 2. The remuneration will be paid by way of sitting fees for attending the Board & Committee Meetings as may be decided by the Board of Directors from time to time, within the overall limits prescribed under the Companies Act 2013 and rules made thereunder.

