NOTICE IS HEREBY GIVEN THAT THIRTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF IMPERATIVE BUSINESS VENTURES LIMITED WILL BE HELD ON TUESDAY, 30th SEPTEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT 4th FLOOR, BHAIRAAV MILESTONE, PLOT NO C-15, NEHRU NAGAR, ROAD NO. 16, WAGLE ESTATE, THANE – 400604, MAHARASHTRA, INDIA AT 04.00 P.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as laid before this Meeting, be and are hereby received, considered and adopted."

2. **To appoint a director in place of Mr. Makarand Marathe (DIN: 09837454), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment**.

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 and Rules framed thereunder, including any Statutory modification(s) or re-enactment thereof for the time being in force), the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, and as per the provisions of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the shareholders of the company, be and is hereby accorded to the reappointment of Mr. Makarand Marathe (DIN: 09837454), offers himself for reappointment as Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

3. **Appointment of M/s. CGCA & Associates LLP, Chartered Accountants (Firm Registration No. 123393W) as the Statutory Auditors of the Company.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. CGCA & Associates LLP, Chartered Accountants (Firm Registration No.

123393W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 13th Annual General Meeting (AGM) until the conclusion of the 18th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. **To approval of Related Party Transactions:**
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 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/ transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Turnover of the Company in any financial year or such other threshold limits as may be specified by the Companies Act, 2013 from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

5. **To make Investments, Give Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013:**

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

"RESOLVED THAT, in supersession of all the earlier resolutions passed, pursuant to the provisions of section 186 of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, as amended from time to time and subject to Memorandum and Articles of Association of the company and further subject to such other consents and permissions as may be necessary, the approval 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 of the the Board) to: (a) make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; (b) give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under section 186 of the Act up to an aggregate sum of **INR 400,00,00,000/- (Indian Rupees Four Hundred Crore only)**, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more;

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board to invest in the subsidiary companies, associate companies, related parties, make loans to them; provide guarantees/ security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient;

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loans, securities, guarantees as they deem fit and in the best interest of the company and take all such steps as may be necessary in that regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the company."

6. **Authorization for borrowing money under section 180 (1) (c) of the Companies Act, 2013:**

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s), modification(s), variation(s) or re- enactment(s) thereof for the time being in force) ("the Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, the Consent of the Members of the Company be and is hereby accorded to the Board of Directors (herein after referred to as " the Board" to borrow any sum or sums of money (exclusive of interest), from time to time, on such term and conditions as may be determined, in any form one or more companies, body corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, multilateral financial institutions, any entity/entities or authority and authorities whether in India or abroad, and whether by way of cash credit, loans, advances or deposits, bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers credit, securitized instruments such as floating rate notes, fixed rate notes, syndicate loans, commercial borrowings, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of Companies assets, licenses and properties, whether immovable or movable and/or any of the undertaking of the Company notwithstanding that monies to be borrowed including monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose so that the total amount upto which the monies may be borrowed by the Company and outstanding at any time shall not exceed the sum of **INR 500,00,00,000/- (Indian Rupees Five Hundred Crore only)**;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to approve, finalise, modify, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required or considered necessary by the Board and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, incidental thereto proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing(s) as aforesaid or in respect of any other related matter in this regard and to delegate all or any of its powers herein conferred to the director (s) and/or officer(s) of the Company to give effect to this resolution."

7. **To approve the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & read with Schedule V of the Act and the Rules made thereunder.**

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the first proviso to sub section (1) of section 197 and other applicable provisions of the Companies Act, 2013, read with schedule V and the rules made thereunder, including any statutory modification(s) or re-enactment(s), for the time being in force and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the Members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year from 11% to 25% of the net profits of the Company, computed in the manner as laid down in section 198 of the Companies Act, 2013;

RESOLVED FURTHER THAT pursuant to clause (i) of the second proviso to sub section (1) of section 197 and other applicable provisions of the Companies Act, 2013, read with schedule V and the rules made thereunder, including any statutory modification(s) or re-enactment (s), for the time being in force and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the Members of the Company, be and is hereby accorded to increase the limit of 5% or 10% (as applicable), as stipulated in clause (i) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013, payable to any one or more managing directors or whole-time directors of the Company in any financial year to 12% or 25% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013 and read with schedule V and the rules made thereunder;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise the remuneration payable to Mrs. Manjusha Paithankar, Chairperson & Whole-Time Director which was approved by the members of the Company by resolution passed at the Annual General Meeting held on September 30, 2022 and to revise the remuneration payable to Mr. Sachin Paithankar, Managing Director which was approved by the members of the Company by resolution passed at the Annual General Meeting held on September 30, 2022, subject to the limit being increased by this resolution under section 197 of the Companies Act, 2013;

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during any financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Executive Director;

RESOLVED FURTHER THAT any one of the Directors or Mr. Rashesh Gandhi, Company Secretary of the Company be and are hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters and things as may be necessary and expedient to implement this decision."

By the order of the Board

Rashesh Gandhi
Company Secretary
ACS 57526
Date: 27th September, 2025
Place: Thane

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the special businesses are annexed herewith and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

4. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

5. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.

6. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

7. Registrar and Transfer Agents:
   The address of Registrars and Transfer Agents of the Company is as follows:
   M/s. Bigshare Services Pvt Ltd
   Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093
   E-mail: unlisted@bigshareonline.com

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 13TH AGM OF THE COMPANY IN RESPECT OF ITEM NO. 4,5,6 & 7 OF THE SAID NOTICE:

ITEM NO. 04:

To approval of Related party transaction:

The Company is part of a larger group of companies connected through common directorship and/or shareholding. These group companies share significant business synergies as they operate within the same sector of IT and software services.

The Company conducts business with related party organizations in the ordinary course of business. These transactions primarily involve the sale and purchase of products and services that align with the Company's core activities. To date, such transactions have remained within the limits prescribed under Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

However, considering the Company's growing business prospects and the dynamic nature of future operations, the Board of Directors anticipates situations where the aggregate value of related party transactions may exceed the prescribed thresholds. In light of this, the Board recommends obtaining prior approval from the members to ensure compliance with regulatory requirements and to facilitate seamless business operations.

Name of Related Party	Nature of Related Party Relationship	Nature of Transaction
Aatmasanman Boutique Pvt Ltd	Private Company where Directors are Directors	Purchase & sale of goods & services
Imperalabs Infotech Pvt Ltd	Private Company where Directors are Directors	Purchase & sale of goods & services
Tremplin Impex Pvt Ltd	Private Company where Directors are Directors	Purchase & sale of goods & services
Auro Fintech Pvt Ltd	Private Company where Directors are Directors	Purchase & sale of goods & services
Almond Technologies Pvt Ltd	Private Company where Directors are Directors	Purchase & sale of goods & services

Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution. The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Hence, the Audit & Risk Management Committee / Board recommends the resolution set out in the Item as an Ordinary resolution. None of the Related Parties shall vote in the resolution. None of Director, key managerial personnel and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

ITEM NO. 05:

To make Investments, Give Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013

As per sub-section (2) & (3) of section 186 of the Companies Act, 2013, a company is required to obtain the prior approval of the members through a special resolution, in case the company wants to
(a) give any loan to any person or other body corporate;
(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
(C) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Your Company had previously obtained approval from its members for making investments, granting loans, and providing guarantees and securities in excess of the limits specified under Section 186 of the Companies Act, 2013, at the Extraordinary General Meeting (EGM) held on 13th December, 2024.

As the Company continues to grow and capitalize on various emerging opportunities in the industry, the Board of Directors is now seeking approval from the members, pursuant to the provisions of Section 186 of the Companies Act, 2013, to make investments, grant loans, and provide guarantees and securities beyond the limits set in the earlier resolution. The previously approved limit was INR 200 crores; however, in light of the Company's expanding needs, the Board now recommends increasing the limit to INR 400 crores, as detailed in Item No. 05 of the accompanying Notice.

This approval is sought with the aim of addressing the Company's ongoing and urgent funding requirements, ensuring that it remains agile and well-positioned to capitalize on growth opportunities in its business segment.

None of the Directors or Key Managerial Personnel (KMP) of the Company, nor their respective relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 05 of the accompanying Notice.

The Board of Directors recommends the passing of the Special Resolution as set out at Item No. 05 of the Notice.

ITEM NO. 06:

Authorization for borrowing money under section 180 (1) (c) of the Companies Act, 2013:

The provisions of Section 180(1) (c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium account, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the members by a special resolution.

The Company has various diversification plans and even the Company will be bidding in high value government tenders in the field of cyber security, fintech etc wherein the Company will require large amount of working capital hence it seeks member's approval for the providing a maximum threshold to borrow money from financial institution, banks, lending agencies or any other entity within the limits as prescribed along with the existing borrowings.

It is, therefore, proposed to seek the approval of the Members for an increase in the borrowing limits of the Company, which shall not exceed INR 500 crores (Rupees Five Hundred Crore Only), superseding the previous limit of INR 300 crores approved by the Members at the EGM held on 13th December, 2024. This limit shall apply at any time, except for temporary loans obtained from the Company's bankers in the ordinary course of business, which will require the consent of the Members via a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the proposed resolutions.

Accordingly, the Board recommends passing of the resolutions as set out under Item No. 06 for approval of members as a special resolution.

ITEM NO. 07:

To approve the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & read with Schedule V of the Act and the Rules made thereunder.

As per the provisions of Section 197 of the Companies Act, 2013 ("the Act"), read with Schedule V and the Rules made thereunder, the total managerial remuneration payable by the Company to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year may exceed 11% of the net profits of the Company, provided the same is approved by the members of the Company with requisite majority. This is an enabling provision provided in section 197 of the Companies Act, 2013. The upward revision in the limits will also help us to appropriately remunerate Executive Directors who are overseeing the operations of the Company for whom higher level of remuneration is expected to be paid. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on September 25, 2025, recommended to increase the overall maximum limit of managerial remuneration payable by the Company in respect of any financial year from 11% to 25% of the net profits of the Company, computed in the manner as laid down in section 198 of the Act.

Further, as regards the remuneration of managing director, whole-time director and manager, as per the provisions of Section 197 of the Act, read with schedule V and the rules made thereunder, the total managerial remuneration payable by a Company to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year may exceed 5% or 10% of the net profits of the Company, provided the same is approved by the members of the Company with requisite majority. This is an enabling provision provided in section 197 of the Companies Act, 2013. At the same time, companies are now permitted to pay their managing directors and whole-time directors remuneration in excess of the limit of 5% or 10% of net profits in any financial year, as minimum remuneration even in case of absence of profits or inadequacy of profits subject to the approval of members of the Company by special resolution.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on September 25, 2025, the special resolution set out above seeks approval of the members for increasing the limit of 5% or 10% to 12% or 25% respectively for the remuneration payable to one or more managing directors and/or whole-time directors or manager of the Company in any financial year.

If there are more than one managing director, whole-time director and manager, maximum remuneration payable to one managing director, whole-time director and manager is 12% and maximum remuneration payable to all managing director, whole-time director and manager is 25% of net profits in any financial year.

Further, as per the provisions of section 197 of the Act read with schedule V and the rules made thereunder, the Company is permitted to pay remuneration to the Non-Executive Directors upto 1% of net profits in any financial year without taking shareholders' approval. The limits of remuneration payable to Non-Executive Directors remains the same.

The special resolution set out above also seeks approval of the members for payment of remuneration to executive directors for the increased limit till the expiry of their term under the Companies Act, 2013.The details which are required to be disclosed as per Section II of Part II of Schedule V of the Companies Act, 2013 are given in the annexure and forms part of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Manjusha Paithankar, Mr. Sachin Paithankar and Mrs. Sakshi Paithankar, Directors and their relatives to the extent of their shareholding interest, if any, in the Company are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

The Board of Directors recommends the Special Resolution set forth as Item No. 7 of the Notice for approval of the shareholders.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details for Dr. Sachin Paithankar, Managing Director of the Company.

I. General Information:

1. Nature of Industry: IT & ITeS

2. Date or expected date of commencement of Commercial Production: The Company is in operation since 2011.

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

4. Financial Performance based on given indicators:

(Rs. In Lakhs)

Particulars	FY 2024-25	FY 2023-24
Turnover	3815.17	2187.97
Profit after Tax	272.58	411.39

5. Foreign Investment or Collaborations, if any: No Investments held by the Company.

II. Information about the appointee:

1. **Background Details:** Dr. Sachin Paithankar, is a seasoned business leader with over 23 years of diverse experience across technology consulting, IT/ITES, BPO, outsourcing, and business transformation. Throughout his career, he has held senior leadership positions with globally reputed organizations such as Oracle, Datamatics, Kores, and Panoramic Universal, in addition to driving entrepreneurial ventures. Currently serving as Managing Director at Imperative Business Ventures Limited, Dr. Paithankar has successfully led strategic initiatives in business consulting, technology solutions, and outsourcing for leading banks, financial institutions, and global enterprises. He has been instrumental in securing multi-year contracts, building international alliances, and launching new business verticals, including technology-enabled services, e-learning, and nutraceutical products.

   Dr. Paithankar's expertise spans corporate strategy, sales and marketing, P&L management, joint ventures, and market entry strategies, with proven ability to establish profit centers and scale businesses across domestic and international markets. His career accomplishments include transforming business units into revenue-generating operations, implementing large-scale banking automation projects, expanding BPO operations nationwide, and introducing innovative solutions in education and healthcare.

   Academically, he holds a Master's in Management Sciences (Marketing) and a Post Graduate Diploma in Business Management from Pune University, alongside a Diploma in Electronics & Telecommunication Engineering. A frequent industry speaker and thought leader, he has contributed to forums on smart cities, data analytics, digital education, and e-governance.

2. **Past Remuneration:**
   Remuneration for FY 2023-24 is as under:

   (Rs. In Lakhs)

Salary	29.39
Benefits, Perquisites and Allowances	00
Commission	00
Total	**29.39**

3. **Recognition and Awards: Mr. Sachin M. Paithankar:**
   Dr. Sachin Paithankar has been consistently recognized for his strategic vision and leadership in the technology and business consulting space. Over the years, he has received multiple letters of appreciation and accolades from industry leaders and global organizations for securing high-value contracts and driving large-scale business transformations. He has

represented India at international forums such as CeBIT in Germany, the Frankfurt and London Book Fairs, and various industry summits, where he contributed to building global partnerships and alliances. His leadership has also been acknowledged through key speaking engagements at national and international platforms, highlighting his expertise in smart cities, data analytics, digital education, and e-governance.

4. **Job Profile and Suitability:**

   Dr. Sachin Paithankar is an accomplished business leader with over 23 years of experience in technology consulting, outsourcing, and business development. As Managing Director and Chief Officer – Strategy & Global Business at Imperative Business Ventures Limited, he has successfully transformed business units into profit centers, secured multi-year contracts with leading banks and institutions, and expanded operations across geographies. With expertise in corporate strategy, P&L management, and digital transformation, he is well-suited to drive sustainable growth and long-term industry leadership.

5. **Remuneration Proposed:** As mentioned in Explanatory Statement in the Notice.

6. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):**

   Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Dr. Sachin Paithankar commensurate with the remuneration paid to similar appointee in other companies.

7. **Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

   Besides the remuneration proposed, Dr. Sachin Paithankar does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company. He is husband of Mrs. Manjusha Paithankar who is Promoter, Chairperson & Whole-Time Director of the Company and brother in law of Mrs. Sakshi Paithankar who is Executive Director of the Company.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details for Mrs. Manjusha Paithankar, Chairperson & Whole Time Director of the Company.

I. General Information:

1. Nature of Industry: IT & ITeS

2. Date or expected date of commencement of Commercial Production: The Company is in operation since 2011.

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

4. Financial Performance based on given indicators:

(Rs. In Lakhs)

Particulars	FY 2024-25	FY 2023-24
Turnover	3815.17	2187.97
Profit after Tax	272.58	411.39

5. Foreign Investment or Collaborations, if any: No Investments held by the Company.

II. Information about the appointee:

1. **Background Details:**

   Mrs. Manjusha Paithankar is the Founder of Imperative, established in 2011 with a vision to drive innovation, product development, and digital transformation. With a Postgraduate degree in Dietetics and prior experience as a Consulting Dietician at Cama, J.J., and Nair Hospitals, she combined her strong analytical mindset with entrepreneurial drive to build Imperative into a multi-domain technology and consulting enterprise.

   Under her leadership, Imperative has evolved into a forward-looking organization that leverages Artificial Intelligence (AI), Machine Learning (ML), and Robotic Process Automation (RPA) to create value-driven solutions for businesses. Beyond technology, she is an advocate for inclusive growth, mentoring women entrepreneurs and enabling them to harness digital tools to scale their ventures.

2. **Past Remuneration:**
   Remuneration for FY 2023-24 is as under:

(Rs. In Lakhs)

Salary	29.39
Benefits, Perquisites and Allowances	00
Commission	00
Total	**29.39**

3. **Recognition and Awards: Mrs. Manjusha Paithankar**

   Mrs. Manjusha Paithankar has been recognized for her entrepreneurial vision and leadership in building Imperative into a technology-driven organization. She has received accolades for her contribution to digital transformation initiatives and for championing women's entrepreneurship. As a mentor and role model, she has been invited to industry forums and leadership platforms to showcase the impact of Artificial Intelligence, Machine Learning, and

Robotic Process Automation in business innovation. Her efforts continue to inspire recognition across both business and social entrepreneurship circles.

4. **Job Profile and Suitability:**

   Mrs. Manjusha Paithankar is the Founder of Imperative, where she has led the organization's transformation into a multi-domain technology and consulting enterprise. Since 2011, she has been driving innovation in product development and digital transformation, with a focus on leveraging AI, ML, and RPA solutions to enhance business efficiency. Her leadership is marked by a strong commitment to building sustainable, technology-enabled solutions while mentoring women entrepreneurs to embrace digital growth. With her entrepreneurial vision and ability to align business strategy with emerging technologies, she is well-suited to lead organizations into the next phase of digital innovation and inclusive growth.

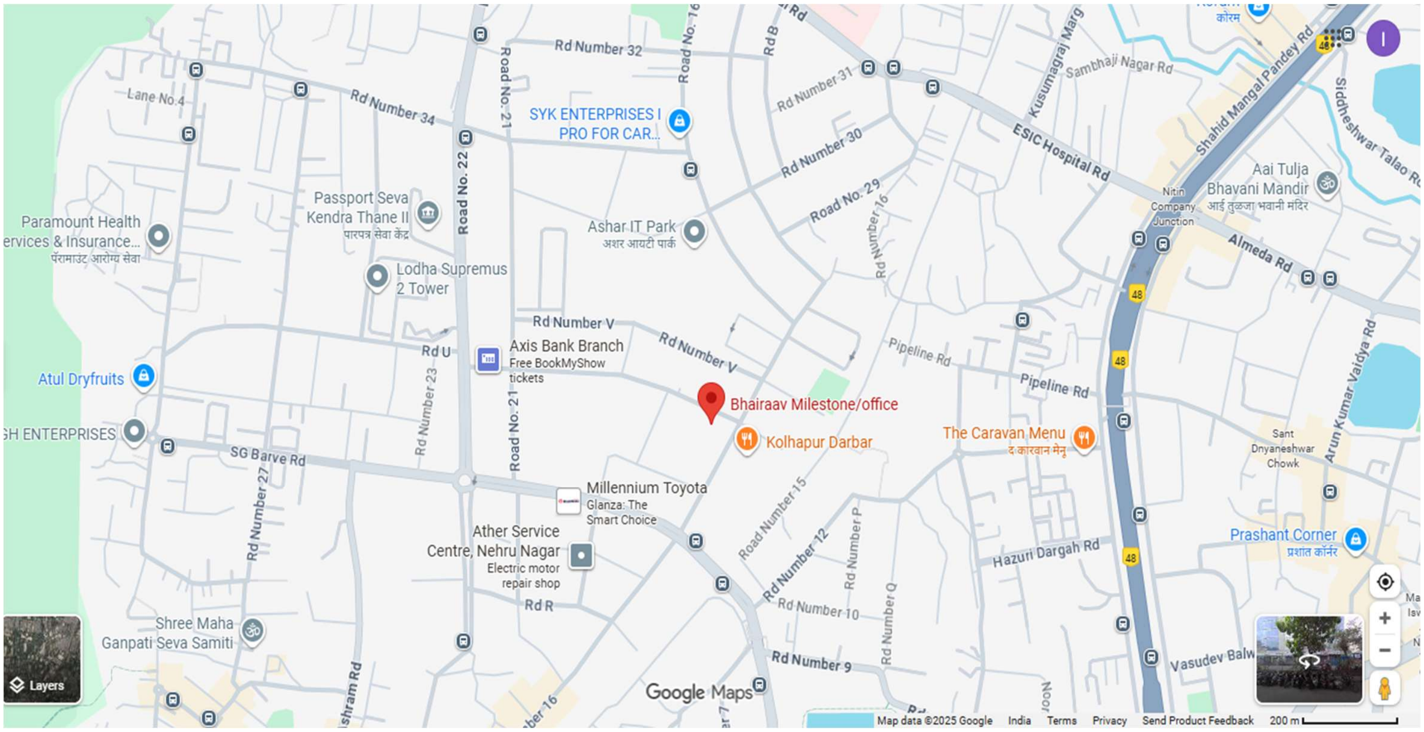
5. **Remuneration Proposed:** As mentioned in Explanatory Statement in the Notice.

6. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):**

   Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mrs. Manjusha Paithankar commensurate with the remuneration paid to similar appointee in other companies.

7. **Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**
   Besides the remuneration proposed, Mrs. Manjusha Paithankar does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company. She is wife of Mr. Sachin Paithankar who is Promoter, Managing Director of the Company and sister in law of Mrs. Sakshi Paithankar who is Executive Director of the Company.

ROUTEMAP


Rd Number 32
Rd Number 34
Lane No 4
SYK ENTERPRISES I
PRO FOR CAR...
Road No. 22
Road No. 21
Passport Seva
Kendra Thane II
Paramount Health
ervices & Insurance...
Ashar IT Park
Lodha Supremus
2 Tower
Rd Number 31
Rd Number 30
Road No. 29
ESIC Hospital Rd
Sambhaji Nagar Rd
Shahid Mangal Pandey Rd
Aai Tulja
Bhavani Mandir
Almeda Rd
Rd Number V
Axis Bank Branch
Free BookMyShow
tickets
Rd U
Atul Dryfruits
Bhairaav Milestone/office
Kolhapur Darbar
The Caravan Menu
Pipeline Rd
SG Barve Rd
Millennium Toyota
Glanza: The
Smart Choice
Ather Service
Centre, Nehru Nagar
Electric motor
repair shop
Rd R
Road Number 15
Rd Number 12
Rd Number 10
Hazuri Dargah Rd
Prashant Corner
Sant
Dnyaneshwar
Chowk
Arun Kumar Vaidya Rd
Shree Maha
Ganpati Seva Samiti
Rd Number 9
Vasudev Balw
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ATTENDANCE SLIP

IMPERATIVE BUSINESS VENTURES LIMITED

CIN: U74140MH2011PLC225110

Registered Office: Unit 401,402,403, 4th Floor, Bhairaav Milestone, Plot No C-15, Road No16, Nehru Nagar, Wagle Estate, Thane, Maharashtra, India, 400604

13th Annual General Meeting, FY 2024-2025

Please fill attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 13th Annual General Meeting held at Unit 401,402,403, 4th Floor, Bhairaav Milestone, Plot No C-15, Road No16, Nehru Nagar, Wagle Estate, Thane, Maharashtra, India, 400604 on Tuesday, 30th September 2025 at 04:00 PM.

Member's/proxy's Name____

Member's/proxy's Signature____

No. of Shares: ____

Folio No./DP Id No*./ Client Id Number* ____

*Applicable for investors holding shares in electronic form. (FOR INSTRUCTION SEE AS UNDER)

NOTICE

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.

2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.

3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.

Imperative Business Ventures
...An Incredible Inspiration for Innovation

FORM MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74140MH2011PLC225110

Name of the Company: Imperative Business Ventures Ltd

Registered Office: Unit 401,402,403, 4th Floor, Bhairaav Milestone, Plot No C-15, Road No.16, Nehru Nagar, Wagle Estate, Thane, Maharashtra, India, 400604

I/We, being the member (s) of the company holding ………… Equity shares/CCPS, hereby appoint
Name: ……………………
Address:
E-mail Id:
Signature:

Or failing him/her

Name: ……………………
Address:
E-mail Id:
Signature:

Affix revenue stamp

as my/our proxy to attend and vote (on a poll) for me/us and on/my behalf at the 13th Annual General Meeting of the Company, to be held on **Tuesday; 30th September, 2025 at 04.00 PM** at the Registered Office of the Company and any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution:
2. To appoint a director in place of Mr. Makarand Marathe (DIN: 09837454), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. Appointment of M/s. CGCA & Associates LLP, Chartered Accountants (Firm Registration No. 123393W) as the Statutory Auditors of the Company.
4. To approval of Related Party Transactions:
5. To make Investments, Give Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013:
6. Authorization for borrowing money under section 180 (1) (c) of the Companies Act, 2013:
7. To approve the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & read with Schedule V of the Act and the Rules made thereunder.

Signed on the ______ day of _________ 2025
Signature of Shareholder
Signature of Proxy Holder(s)

NOTE - This form of Proxy in order to be valid and effective has to be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.