

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting of the Members of Zenplus Private Limited will be held on Tuesday, 30th September, 2025 at 11:00 a.m. through Audio Visual means (Zoom App) which shall be deemed to be held at the Registered Office of the Company situated at 23rd Floor, Sunshine Towers, Senapati Bapat Marg, Dadar (West), Mumbai - 400013, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt

- a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025 including the Audited Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date including notes related thereto together with the Reports of the Board and Auditors thereon.
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 including the Audited Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date including notes related thereto together with the Report of the Auditors thereon.

Special Business:

2. To approve transactions entered with top 25 vendors (Value wise) of capital and revenue goods of the Company during the financial year 2024-25:

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

“RESOLVED THAT the transactions entered into with top 25 vendors of capital and revenue goods during the financial year ended March 31, 2025, as per the list placed before the meeting, be and is hereby noted and ratified.”

By order of the Board
For **Zenplus Private Limited**

Naresh Jain
Managing Director and CEO
Din: 00337573

Add: 601-602, G-5, Vastu Heights,
Sundervan Complex,
Lokhandwala Road, Andheri West,
Mumbai: 400053

Date: 8th September, 2025
Place: Mumbai

Reg. Off.: 23rd Floor, Sunshine Towers, Senapati Bapat Marg, Dadar (West), Mumbai – 400013
CIN: U85300MH2022PTC386830

NOTES:

1. For the sake of administrative convenience and for making it convenient to all members to attend the meeting and in compliance with the provisions of the Act, the AGM of the Company is being conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the AGM shall be deemed to be the Registered Office of the Company. The shareholders are requested to attend the meeting by following the instructions set out herein.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and hence, there is no provision for the appointment of Proxies. Accordingly, the facility for appointment of Proxies by the Members under section 105 of the Act will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Act, Representatives of the Members can attend the AGM through VC/OAVM and cast their votes at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses as set out in the notice is annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the meeting are authorizing their representative to attend and vote in the meeting on their behalf.
5. In compliance with above referred MCA Circulars, the Annual Report (including Financial Statements, Board's Report, Auditor's report or other documents required to be attached therewith) for the Financial Year 2024-25 and Notice of AGM are being sent in electronic mode to Members whose e- mail address(es) are registered with the Company and no physical copies will be dispatched to the Members.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to Mr. Naresh Jain at cs@zenplus.in. Please write an email to Mr. Naresh Jain at cs@zenplus.in for receiving the soft copy of the Annual Report and notice of the meeting.
7. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection by the Members at request
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members during working hours of the Company on all working

days of the Company up to and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.

10. Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM are requested to write to Mr. Naresh Jain at cs@zenplus.in, at least seven days before the AGM through your registered email address so as to enable the Management to reply at the AGM.
11. Members are requested to participate in the meeting by following the instructions specified below:

Click the following link and join at the specified time and date:

Join Zoom Meeting

<https://zoom.us/j/96339593162?pwd=441RCc9Pb5o1tK79s8TjCMBeftENF8.1>

Meeting ID: 963 3959 3162

Passcode: 222809

After clicking on above link, a new window will open with option to “Join” or “Present”. Please click on “Join”.

Please keep your video ON all the time and keep your microphone on mute when you are not speaking. Before joining, be sure to check system requirements to avoid any connection issues. Please take a screenshot of the error and send the same immediately on the above email id or send an email explaining the error. Please note that this can be done at any time, whenever you face any error/difficulty, whether prior to the meeting or during the meeting. In the event you face connectivity issues or audio issues, please inform us in writing immediately at the above email address to enable us to resolve the issue or take appropriate steps. In addition to this you can also call Ms. Manjula Easwaran on (+91 98191 20847) for any technical assistance before or during the meeting. The facility for joining the meeting shall be kept open at least 15 minutes before and after the time schedule for the meeting. In case of any queries, you may reach out to Mr. Naresh Jain at cs@zenplus.in, designated email id.

The voting shall be done by show of hands unless poll is demanded by any Member. In the event a poll is required to be taken during the meeting, the Members shall convey their vote at the email address of the scrutinizer, as may be appointed by the Chairman at the time of poll. The Members shall cast their vote, in case of poll, on the resolution only by sending emails through their email address registered with the Company.

In case you have any question regarding the agenda to be transacted at this AGM, please write your question on the email id mentioned above. If you have any question during the meeting, you may ask the same after reading out the agenda or you may write question in chat box provided in the software Zoom App/Zoom Web.

Suggested System requirements for best VC experience:

Internet connection – broadband, wired or wireless (4G/LTE), with a speed of 5 Mbps or more.

Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

Browser: Google Chrome

App: Zoom App

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

12. As the AGM shall be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
13. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. on Tuesday, 30th September, 2025, subject to receipt of the requisite number of votes in favour of the Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT TO SPECIAL BUSINESS MENTIONED IN THE NOTICE CONVENING 3RD ANNUAL GENERAL MEETING OF ZENPLUS PRIVATE LIMITED.

Item No.2

During the course of business operation, every Company incurs various kinds of capital as well as revenue expenditures. Your Company has also incurred various capital and revenue expenses during the financial year ended March 31, 2025. As a good Corporate Governance practice, the Company is disclosing the details of transactions entered with top 25 vendors (Value wise) of capital and revenue goods of the Company during the financial year 2024-25 and the same will be made available for the perusal of the Members through email on receipt of a request.

The Board recommends the resolution at item no.3 to the Members for their approval by way of passing an Ordinary Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members during working hours of the Company on all working days of the Company up to and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.

MEMORANDUM OF INTEREST:

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the resolution mentioned at the item no. 3 of the notice of this General Meeting.

By order of the Board
For **Zenplus Private Limited**

Naresh Jain
Managing Director and CEO
Din: 00337573
Add: 601-602, G-5, Vastu Heights,
Sundervan Complex,
Lokhandwala Road, Andheri West,
Mumbai: 400053

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