



SLONE INFOSYSTEMS LIMITED

(formerly known as "Slone Infosystems Private Limited")

CIN: L72900MH2022PLC396387

Date: 15th July, 2025

To
National Stock Exchange of India
Listing Compliance Department,
Exchange Plaza, 5th Floor,
Plot No. C/1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

Company Symbol: SLONE; ISIN: INE0SMA01017

Dear Sir/Madam,

Sub: Submission of Notice convening the 03rd Annual General Meeting as per Regulation 30 of SEBI (LODR) Regulation 2015.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, enclosed herewith a copy of the Notice of the 03rd Annual General Meeting of the Company to be held on Wednesday, 06th August, 2025 at 03:00 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with relevant circulars issued by the MCA and the SEBI as amended from time to time.

Further, in terms of Regulation 46 of Listing Regulations, the Annual Report along with the Notice of Annual General Meeting is also available on the website of the Company at www.sloneinfosystems.com.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For Slone Infosystems Limited

Rajesh Srichand Khanna
Managing Director
DIN: 09843089

Enclose as above

Regd. Office:

Office 203 2nd Floor
Mohini Heights CHS Ltd
5th Road, Khar West
Mumbai 400052 (MH)

Email: rajesh@sloneinfosystems.com

Contact: +91 98203 24640

www.sloneinfosystems.com

Corporate Office:

Ground Floor
Mohini Heights CHS Ltd
5th Road, Khar West
Mumbai 400052 (MH)

NOTICE OF 3RD ANNUAL
GENERAL MEETING (AGM)

NOTICE FOR 03RD ANNUAL GENERAL MEETING

Notice is hereby given that the **03rd Annual General Meeting** ("AGM") of the Members of **Slone Infosystems Limited** (Formerly Known as *Slone Infosystems Private Limited*) will be held on **Wednesday, August 06, 2025** at **03:00 P.M. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 31st March, 2025 and the reports of the Board of Directors and Auditors thereon:

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

"RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended March 31, 2025:

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

"RESOLVED THAT dividend at the rate Re. 0.5/- per share on Equity Share Capital of the Company for the year ended March 31, 2025 be paid to those Shareholders whose name appears on the register of members, as on the record date."

3. To appoint a Director in place of Mr. Mohit Rajesh Khanna (DIN: 10037002), who retires by rotation and being eligible, offers himself for re-appointment:

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. Mohit Rajesh Khanna (DIN: 10037002), who retire by rotation at this meeting, be and is hereby re-appointed as a Whole-time Director of the Company, whose period of office shall be liable to determination by retirement by rotation."

SPECIAL BUSINESS:

4. Issue of Warrants, convertible into Equity shares to person(s) and/or entity(ies) belonging to "Promoter and Promoter Group Category" and "Non-Promoter Category" on a preferential basis:

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

"RESOLVED THAT, pursuant to the provisions of Section(s) 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the "Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India

(Issue of Capital and Disclosure Requirements) Regulations, 2018, (**"ICDR Regulations" or "SEBI ICDR Regulations"**); and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, the listing agreements entered into by the Company with the Stock Exchange on which the Equity Shares of the Company having face value of Rs. 10.00/- (Rupees Ten Only) each (**"Equity Shares"**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (**"SEBI"**) and/ or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association (**"MOA"**) and Articles of Association (**"AOA"**) of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Shareholders of the Company (**"Shareholders"**) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, **upto 37,68,000 (Thirty-Seven Lakhs Sixty-Eight Thousand) Convertible Warrants ("Warrants")** of Rs. 10.00/- each fully paid-up in cash, entitling the Proposed Allottees / Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice at a price of Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only) (including premium of Rs. 254.00/- each {Rupees Two Hundred Fifty-Four Only}) (hereinafter referred to as the **"Warrant Issue Price"**), **aggregating to not exceeding Rs. 99,47,52,000/- (Rupees Ninety-Nine Crores Forty-Seven Lakhs Fifty-Two Thousand Only)** (amounts round off nearby zero), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the **"Floor Price"**) and the valuation report received from M/s. Procurve Valux Private Limited, Registered Valuer entity, to the Proposed Allottees, who belong to the **"Promoter and Promoter Group Category"** and **"Non-Promoter Category"**, for consideration in cash, on a preferential issue basis (**"Preferential Allotment"**) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be issued
1.	Rajesh Srichand Khanna	Promoter	29,52,000
2.	Manisha Rajesh Khanna	Promoter	3,00,000
3.	Mohit Rajesh Khanna	Promoter	3,00,000
4.	Hrshikesh Bhagat	Non-Promoter	1,08,000
5.	Teena Kirti Jain	Non-Promoter	1,08,000
Total			37,68,000

"RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of Convertible Warrants is **Monday, 7th July, 2025** i.e., the date 30 days prior to the date of the Annual General Meeting (**"AGM"**) (**"Relevant Date"**) on which this special resolution is proposed to be passed."

"RESERVED FURTHER THAT, the minimum price of the equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI ICDR Regulations. The equity shares of the Company have been frequently traded as on the relevant date and considering that the allotment to the proposed allottees are exceeding five percent of the post issue fully diluted share capital of the issuer. However, the Company has obtained valuation report dated July 14, 2025 issued by M/s. Procurve Valux Private Limited, Ahmedabad, Registration No. IBBI/RV-E/02/2025/218, Registered Valuer Entity and the price of the equity shares has been determined taking into account the valuation report.

(The valuation report is available for inspection at the Registered Office of the Company during the business hours on any working days and the same can also access at Company's website i.e. www.sloneinfosystems.com).

"RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. Amount payable on Allotment of Warrants shall be 25% of the issue price per warrant and the balance amount i.e. 75% of issue price per warrant, shall be paid at the time of allotment of the Equity shares pursuant to exercise of option to convert the Warrants into Equity Shares;
- b. The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions;
- c. The Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company;
- d. The tenure of warrants shall not exceed 18 (Eighteen) months from the date of allotment of the warrants;
- e. The proposed allottees of warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) for every warrant, within a period of 18 (Eighteen) months from the date of allotment of such warrants and upon exercise of the option by proposed allottees, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees;
- f. In case, the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically;
- g. The said warrants by itself, until exercise of conversion option into Equity Shares allotted, does not give any rights to the warrant holder with respect to that of the Shareholders of the Company;
- h. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI (LODR) Regulations and the Securities Contracts (Regulation) Rules, 1957;
- i. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time;
- j. Upon exercise of the option by the allottee to convert the Warrants into Equity shares within a period of 18 (Eighteen) months, the Equity shares, pursuant to exercise of warrants, shall be allotted within a period of

15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of SEBI (ICDR) Regulations;

- k. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under Chapter V of SEBI ICDR Regulations;

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

- l. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT, the pre-preferential shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association ("AOA") of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Convertible Warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations."

"RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from National Stock Exchange of India Limited ("NSE") within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT, the monies received from the allottees for application of the Convertible Warrants by the Company pursuant to this preferential issue shall be kept by the Company in a separate bank account."

"RESOLVED FURTHER THAT, the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Convertible warrants is being made in accordance with the ICDR Regulations."

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT, any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Place: Mumbai
Date: 14th July, 2025

By order of the Board
Slone Infosystems Limited

Regd. Office:
Office 203 2ND Flr Mohini Height
CHS LTD, 5TH Road Khar West Bhd
Rajasthan Hotel, Khar Delivery,
Mumbai, Maharashtra, India, 400052

Sd/-
Rajesh Srichand Khanna
Chairman & Managing Director
DIN: 09843089

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 08th December 2021, Circular No. 21/2021 dated 14th December 2021 and Circular No. 2/2022 dated 5th May 2022 and General Circular No. 10/2022 and 11/2022 dated 28th December 2022 and Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and earlier circulars issued in this regards (collectively referred to as "SEBI Circulars") have permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the 03rd Annual General Meeting of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue.
2. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at "Office 203 2ND Floor Mohini Height CHS LTD, 5TH Road Khar West Bhd Rajasthan Hotel, Khar Delivery, Mumbai, Maharashtra, India, 400052" which shall be the deemed venue of the AGM.
3. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting, provided that the first holder has not already cast his vote by remote e-voting.
4. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio.
5. Pursuant to the provisions of the Companies Act, 2013(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 proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members and other non-individual intending to participate in the AGM can authorize their representatives to participate and vote at the meeting and are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM.

Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

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

- 8. SCRUTINISER FOR E-VOTING:** The Board has appointed Mr. Shanu Bhagwandas Mata, proprietor of M/s Shanu Mata & Associates, Practicing Company Secretary (Membership No. FCS 12161, COP 17999) as the Scrutiniser to scrutinise the Remote e-voting process and e- voting at AGM in a fair and transparent manner.
- 9.** Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to csshanumata@gmail.com with a copy marked to evoting@nsdl.com.
- 10.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 11.** At the First AGM held on October 30, 2023 the Members approved appointment of M/s Karia & Shah., Chartered Accountants, (Firm Registration No. 112203W) as Statutory Auditors of the Company to hold office for a period of Five Years from the conclusion of 1st AGM till the conclusion of 6th AGM to be held for FY 2027-28. Since the requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.
- 12.** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for electronic inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents may send an email to cs@sloneinfosystems.com mentioning their Name and Folio Number / DP ID and Client ID.
- 13.** Brief profile of the Director and other additional information pursuant to Regulation 36 (3) of the Listing Obligations and Disclosure Requirement, 2015 "Listing Regulations" and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking reappointment at the AGM, is furnished as Annexure to the Notice.
- 14.** The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants ("DPs") with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank.
- 15.** Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 16.** The register of member will be closed for this annual general meeting from Thursday, 31st July, 2025 to Wednesday, 06th August, 2025 (both days inclusive).
- 17.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a

member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

18. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Wednesday 30th July, 2025. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is casted by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
19. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. Wednesday 30th July, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
20. Pursuant to the provision u/s 72 of the Companies act, 2013, Shareholders are entitled to make nomination in respect of shares held in Physical form. Shareholder desires of making nominations are requested to send their request in Form No. SH-13 (which will be made available on request) to the Registrar and Share Transfer Agents.
21. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year ended on 31st March, 2025 is being sent only through **Electronic Mode** to those Members whose name appear on the Register of Members/List of Beneficial Owners as on **Friday, 11th July, 2025** and whose email addresses are registered with the Company/Depository Participant(s) for communication. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.sloneinfosystems.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the same is also available on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
22. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Board after the completion of the scrutiny of the e-Voting (votes cast before/during the AGM), within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website www.sloneinfosystems.com.

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

The remote e-voting period begins on Sunday, 03rd August, 2025 at 9.00 A.M. and ends on Tuesday, 05th August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday 30th July, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshanumata@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sloneinfosystems.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@sloneinfosystems.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members facing any technical issue in login before / during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sloneinfosystems.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

**By order of the Board
Slone Infosystems Limited
Sd/-**

**Rajesh Srichand Khanna
Chairman & Managing Director
DIN: 09843089**

**Mumbai
Date: 14th July, 2025**

INFORMATION ON DIRECTOR BEING RE-APPOINTED AS REQUIRED UNDER CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) AND REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SUBSEQUENT AMENDMENTS THEREOF

Item No. 3: To appoint a Director in place of Mr. Mohit Rajesh Khanna (DIN: 10037002), who retires by rotation and being eligible, offers himself for re-appointment:

Mr. Mohit Rajesh Khanna (DIN: 10037002) was appointed as Whole-time Director of the Company w.e.f. 18/12/2023. Mr. Mohit Rajesh Khanna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Accordingly, it is proposed to re-appoint him as Whole-time Director of the Company whose period of office shall be liable to retire by rotation.

Name of the Director	Mohit Rajesh Khanna
Director Identification Number (DIN)	10037002
Current Designation/category of the Director	Whole-time Director
Age	26 years
Date of Birth	12/03/1999
Date of the first appointment	03/10/2023
Qualifications	Bachelor's in Management studies
Profile, Experience and Expertise in specific functional areas/Brief Resume.	Mr. Mohit Rajesh Khanna (DIN: 10037002) is Director and promoter of the Company. With extensive experience in financial and accounting management, he plays a vital role in the company's core management team. He oversees various aspects including accounts, IT systems, sales, finance and risk management. He leads operational team, identifies growth opportunities and evaluate strategies' financial impacts.
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	NA
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	NA
Name of Listed Entities from which the person has resigned in the past three years	NA
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Father: Mr. Rajesh Srichand Khanna (DIN: 09843089), Mother: Mrs. Manisha Rajesh Khanna (DIN: 09843090)
Shareholding in the Company including shareholding as a beneficial owner	25,700 Equity Shares, 0.49% of Rs 10/- each.

No. of Board Meetings attended during the year	9 meetings held during the Financial year 2024-25. He was present in all the Meetings.
Details of Remuneration sought to be paid	Rs. 1.75 lakhs p.m.
Remuneration last drawn (FY 2024-25)	Rs. 18.00 lakhs
Terms and Conditions of appointment/reappointment	Whole-time Director since 18 th December, 2023 liable to retire by Rotation,

Except Mr. Mohit Rajesh Khanna being an appointee and Mr. Rajesh Srichand Khanna (DIN: 09843089), and Mrs. Manisha Rajesh Khanna (DIN: 09843090) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 3.

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

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4:

In accordance with Section(s) 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (**the “Act”**) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI LODR Regulations”**), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. warrants convertible into equity shares (**“Warrants”**) by way of private placement on a preferential basis to the person(s) and/ or entity(ies) belong to “Promoter and Promoter Group Category” and “Non-Promoter Category”.

Thus, the members are hereby informed that in line with the said proposal, the Board pursuant to its resolution dated Monday, 14th July, 2025 has approved the proposed preferential issue of upto 37,68,000 (Thirty-Seven Lakhs Sixty-Eight Thousand) Convertible Warrants (**“Warrants”**) of Rs. 10.00/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, at a price of Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only) each (including premium of Rs. 254.00/- each {Rupees Two Hundred Fifty-Four Only}) (hereinafter referred to as the **“Warrant Issue Price”**), **aggregating to not exceeding Rs. 99,47,52,000/- (Rupees Ninety-Nine Crores Forty-Seven Lakhs Fifty-Two Thousand Only)** (amounts round off nearby zero) to the Proposed Allottees for a consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**) and the valuation report received from M/s. Procurve Valux Private Limited, Registered Valuer Entity, Registration No. IBBI/RV-E/02/2025/218, Ahmedabad on a preferential basis and consequently, recommends the resolution as set out in Item No. 4 above to be passed by the members by remote e-voting/ voting through electronic means.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company pursuant to the proposed Preferential Issue, upon allotment of Warrants (including equity shares upon conversion of the Warrants).

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

Necessary information/ details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (**“Act”**) read with the rules issued there-under, are set forth below:

1. **Particulars of the offer including date of passing of Board resolution:**

The Board, pursuant to its resolution dated Monday, 14th July, 2025, has approved the proposed preferential issue of upto 37,68,000 (Thirty-Seven Lakhs Sixty-Eight Thousand) convertible warrants at a price of Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only) each (including a premium of Rs. 254.00/- {(Rupees Two Hundred Fifty-Four Only)), for consideration in cash, to person(s) and/or entity(ies) belonging to “Promoter and Promoter Group Category” and “Non-Promoter Category” which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis.

2. **The Objects of the issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

- a. To meet working capital requirements of the Company (referred to below as “**Working Capital requirements**”);
- b. Upto 25.00% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

(Collectively referred to below as the “**Objects**”)

Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	Rs. 74,60,64,000/-	Within 12 months from receipt of funds for the warrants (as set out herein)
2.	General Corporate Purpose	Rs. 24,86,88,000/-	
Total		Rs. 99,47,52,000/-	

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilised for all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

3. **Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:**

The Company has agreed to issue upto 37,68,000 (Thirty-Seven Lakhs Sixty-Eight Thousand) convertible warrants at a price of Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only) each (including a premium of Rs. 254.00/- {Rupees Two Hundred Fifty-Four Only}), which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer.

4. **Basis on which the price has been arrived at:**

The Company is listed on National Stock Exchange of India Limited ("NSE") (the "Stock Exchange") and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. Accordingly, the computation of the price per Equity share has been determined.

The Floor Price of Rs. 262.69/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Convertible Warrants and is higher of the following:

- a. 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e., Rs. 261.37/- per equity share;
- b. 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 262.69/- per equity share;

In terms of Regulation 166A of SEBI ICDR Regulations, the proposed offer, issue and allotment of convertible warrants is more than five per cent of the post issue share capital of the Company, accordingly, the floor price per warrant of Rs. 262.69/- (Rupees Two Hundred Sixty-Two and Sixty-Nine Paise Only) has been determined based on the above pricing formula and the valuation report from a Registered Valuer.

However, the issue price per warrant is Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only), which is not less than the floor price determined under chapter V of SEBI (ICDR) Regulations, 2018 and Valuation Report from a Registered Valuer.

5. **The price or price band at/within which the allotment is proposed:**

The price per warrant to be issued is fixed at Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only) which consists of Rs. 10.00/- (Rupees Ten Only) as face value and Rs. 254.00/- (Rupees Two Hundred Fifty-Four Only) as premium per warrant. Kindly refer to the above-mentioned point no. 4 for the basis of determination of the price.

6. **Relevant Date with reference to which the price has been arrived at:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is **Monday, 7th July, 2025** i.e. being the date 30 days prior to the date of Annual General Meeting ("AGM").

7. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on 31st March, 2025 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	38,53,213	73.13	74,05,213	67.10
(b)	Central Government/ State Government(s)	0	0	0	0
(c)	Bodies Corporate	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0
	Sub Total(A)(1)	38,53,213	73.13	74,05,213	67.10
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	0	0	0	0
B	Bodies Corporate	0	0	0	0
C	Institutions	0	0	0	0
D	Any Others (Specify)	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	38,53,213	73.13	74,05,213	67.10
(B)	Public shareholding				
1	Institutions	0	0	0	0
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions/ Banks	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Portfolio Investors	1,600	0.03	1,600	0.01
(g)	Foreign Institutional Investors	0	0	0	0
(h)	Foreign Venture Capital Investors	0	0	0	0
(i)	Any Other - Foreign Body Corporate	0	0	0	0
	Sub-Total (B)(1)	1,600	0.03	1,600	0.01
B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate	1,34,400	2.55	1,34,400	1.22
(b)	Individuals	0	0	0	0
I	Individual shareholders holding nominal share capital upto Rs. 2 Lakh	8,29,400	15.74	9,85,400	8.93
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	1,88,800	3.58	21,98,400	19.92
(c)	NBFCs registered with RBI	0	0	0	0
(d)	Any Other (specify)	2,61,600	4.96	3,11,200	2.82
	- Non-Resident Indians	60,800	1.15	60,800	0.55
	- HUF	2,00,800	3.81	2,50,400	2.27
	- Others	0	0	0	0
	Sub-Total (B)(2)	14,14,200	26.84	36,29,400	32.89
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	14,15,800	26.87	36,31,000	32.90

	TOTAL (A)+(B)	52,69,013	100.00	1,10,36,213	100.00
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	0	0	0	0
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	0	0	0	0
	Sub-Total (C):	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	52,69,013	100.00	1,10,36,213	100.00

** "The post-preferential shareholding has been calculated after considering the allotment of 19,99,200 Convertible Warrants by the Company on 24th March, 2025, along with the proposed issuance of 37,68,000 Convertible Warrants pursuant to this application."*

Note:

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares, the shareholding pattern in the above table would undergo corresponding changes.
2. The Post-shareholding pattern mentioned in the above table has been prepared after considering the allotment of 19,99,200 convertible warrants in the Board Meeting held on 24th March, 2025 to the "Non-Promoter Category" and Link of the same is attached herewith https://nsearchives.nseindia.com/corporate/sloneinfo_24032025184359_Outcome.pdf.
3. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
4. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. **Name and address of valuer who performed valuation:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the issue price of Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only) of the shares to be issued and allotted consequent to conversion of warrants into Equity shares, to the proposed allottees has been determined taking into account the Valuation Report dated July 14, 2025, issued by M/s. Procurve Valux Private Limited, Ahmedabad, Registration No. IBBI/RV-E/02/2025/218, Registered Valuer Entity, Ahmedabad, in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members on the Company's website at www.sloneinfosystems.com.

9. **Amount which the Company intends to raise by way of such securities:**

Upto Rs. 99,47,52,000/- (Rupees Ninety-Nine Crores Forty-Seven Lakhs Fifty-Two Thousand Only) (amounts round off nearby zero).

10. **Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.**

The Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 264.00/- (Rupees Two Hundred Sixty-Four Only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.

The Equity shares being issued shall be pari-passu with the existing Equity shares of the Company.

Principal terms of assets charged as securities is not applicable.

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

The aforementioned allotment, if approved, is proposed to be made to above mentioned allottees, under “Promoter and Promoter Group Category” and “Non-Promoter Category” of the Company.

12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Convertible Warrants shall be offered to the Proposed Allottees only. Except Mr. Rajesh Srichand Khanna, Ms. Manisha Rajesh Khanna and Mr. Mohit Rajesh Khanna, Promoter and Promoter Group Category, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Warrants proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity warrants on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the said warrants, provided that where the issue and allotment of the said warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 16(2) of ICDR Regulations.

14. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of Proposed Allottee	No. of Convertible Warrants proposed to be issued	% of post preferential*
1.	Rajesh Srichand Khanna	29,52,000	61.21
2.	Manisha Rajesh Khanna	3,00,000	2.94
3.	Mohit Rajesh Khanna	3,00,000	2.95
4.	Hrishikesh Bhagat	1,08,000	0.98
5.	Teena Kirti Jain	1,08,000	0.98
Total		37,68,000	69.06

**The post-preferential shareholding has been calculated after considering the allotment of 19,99,200 Convertible Warrants by the Company on 24th March, 2025, along with the proposed issuance of 37,68,000 Convertible Warrants pursuant to this application.*

15. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

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

During the year, Our Company has allotted 19,99,200 Convertible warrants on preferential basis to the below mentioned person(s)/entities(s) in the Board Meeting held on 24th March, 2025.

Sr. No.	Name of the Allottee(s)	No. of Convertible Warrants allotted	PAN
1.	Sangeeta Kasliwal	1,36,800	BBWPK6238C
2.	Ashok Dilipkumar Jain	2,18,400	AFKPJ3803R
3.	Viha Ashok Jain	1,68,000	ATPJ3248F
4.	Teena Kirti Jain	1,68,000	AODPJ1867M
5.	Kajal Ashok Jain	1,68,000	AODPJ1868E
6.	Neerita Sanjay Jain	1,24,800	AFQPC1008R
7.	Namita Hemant Jain	1,24,800	BJOPS1122D
8.	Dinesh Muddu Kotian	84,000	AAYPK9815B
9.	Abhinandan Ravindra Sakla	60,000	BGMPS8603L
10.	Abhaykumar Heeralal Parmar	60,000	ACZPP2720R
11.	Usha Kasliwal	6,400	AOJPK4840B
12.	Sonali Abhaykumar Parmar	52,800	BNEPP3038F
13.	Rambha H Parmar	52,800	AMEPP0555H
14.	Heeralal Sardarmal Parmar	52,800	AAIPP7247C
15.	Kanchan Sanjay Motiani	50,400	AEVPM5865N
16.	Anushka Sanjay Motiani	50,400	CSKPM0093H
17.	Amit Manoharlal Sakhrani	27,200	ANQPS3318G
18.	Amit Ghewarchand Jain HUF	49,600	AAQHA0009M
19.	Ravi Ashok Kothari	40,800	AWKPK0447K
20.	Amit Ramanlal Lodha	40,800	ABFPL3764L
21.	Khabiya Garima Suhas	36,000	AMSPK1126D
22.	Deepa Prashant Bijlani	30,400	BPVPB9266E
23.	Rasna Jain	24,800	DLRPR1690Q
24.	K Sandeep	21,600	AQLPS4977R

25.	Tejal Kalidas Magar	16,800	CXKPD3268G
26.	Joy Banerjee	16,800	AKHPB2387G
27.	Roshan Ashok Chawla	16,000	ABDPA2879D
28.	Ashokkumar Himatmal Jain	15,200	AADPJ5062C
29.	Asha Thanwardas Chimnani	15,200	AABPC8991R
30.	Ankit Dinesh Sanghvi	15,200	AZLPS0443H
31.	Stuti Rattan Mukhi	14,400	AVZPM9841R
32.	Jain Shweta Rakesh	12,000	AGEPJ7232P
33.	Fancyben Jayantilal Jain	12,000	AAJPJ3182D
34.	Rishabh A Khatri	8,000	DHXP0313K
35.	Anand Bansilal	8,000	AAAPA6647F
Total		19,99,200	

Link for Outcome of Board Meeting in which Convertible warrants on preferential basis was allotted is: https://nsearchives.nseindia.com/corporate/sloneinfo_24032025184359_Outcome.pdf.

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

Not Applicable

18. Lock-in Period:

The Equity Shares to be issued and allotted pursuant to conversion of warrants, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

In case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e. from the relevant date upto a period of 90 trading days from the date of Allotment of such securities.

19. Listing:

The Company will make a Listing application to the Stock Exchange at where the existing shares are listed, for the equity shares to be issued and allotted pursuant to the conversion of aforementioned warrants.

The Equity shares to be issued and allotted pursuant to conversion of warrants, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Rajesh Srichand Khanna	Promoter	N.A.	38,03,253	72.18	29,52,000	67,55,253	61.21
2.	Manisha Rajesh Khanna	Promoter	N.A.	24,260	0.46	3,00,000	3,24,260	2.94
3.	Mohit Rajesh Khanna	Promoter	N.A.	25,700	0.49	3,00,000	3,25,700	2.95
4.	Hrishikesh Bhagat	Non-Promoter	N.A.	0	0.00	1,08,000	1,08,000	0.98
5.	Teena Kirti Jain	Non-Promoter	N.A.	0	0.00	1,08,000	1,08,000	0.98

**The post-preferential shareholding has been calculated after considering the allotment of 19,99,200 Convertible Warrants by the Company on 24th March, 2025, along with the proposed issuance of 37,68,000 Convertible Warrants pursuant to this application.*

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

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Rajesh Srichand Khanna	Promoter	N.A.	38,03,253	72.18	29,52,000	67,55,253	61.21
2.	Manisha Rajesh Khanna	Promoter	N.A.	24,260	0.46	3,00,000	3,24,260	2.94
3.	Mohit Rajesh Khanna	Promoter	N.A.	25,700	0.49	3,00,000	3,25,700	2.95
4.	Hrishikesh Bhagat	Non-Promoter	N.A.	0	0.00	1,08,000	1,08,000	0.98
5.	Teena Kirti Jain	Non-Promoter	N.A.	0	0.00	1,08,000	1,08,000	0.98

**The post-preferential shareholding has been calculated after considering the allotment of 19,99,200 Convertible Warrants by the Company on 24th March, 2025, along with the proposed issuance of 37,68,000 Convertible Warrants pursuant to this application.*

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

22. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottees post the preferential issue is as follows:

Sr. No.	Name of Proposed Allottee	No. of shares	% of post preferential*	Current Status	Proposed Status
1.	Rajesh Srichand Khanna	29,52,000	61.21	Promoter	Promoter
2.	Manisha Rajesh Khanna	3,00,000	2.94	Promoter	Promoter
3.	Mohit Rajesh Khanna	3,00,000	2.95	Promoter	Promoter
4.	Hrishikesh Bhagat	1,08,000	0.98	Non-Promoter	Non-Promoter
5.	Teena Kirti Jain	1,08,000	0.98	Non-Promoter	Non-Promoter
Total		37,68,000	69.06		

**The post-preferential shareholding has been calculated after considering the allotment of 19,99,200 Convertible Warrants by the Company on 24th March, 2025, along with the proposed issuance of 37,68,000 Convertible Warrants pursuant to this application.*

23. Practicing Company Secretary's Certificate:

A certificate from Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, certifying that the issue of Convertible Warrants is being made in accordance with requirements of ICDR Regulations and is available for inspection at the General Meeting of the members. The same is also available at the website of the Company at www.sloneinfosystems.com.

24. Undertaking:

- Neither the Company, nor any of its directors and/ or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and/ or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid. *
- The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- The Company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

*Since the Company's Equity Shares are listed on recognized Stock Exchange for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-

compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the warrants (**"Convertible warrants"**) on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except the proposed allottees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 4 of this Notice, for the approval of the Members.

Place: Mumbai

Date: 14th July, 2025

**By order of the Board
Slone Infosystems Limited**

Regd. Office:

**Office 203 2ND Flr Mohini Height
CHS LTD, 5TH Road Khar West Bhd
Rajasthan Hotel, Khar Delivery,
Mumbai, Maharashtra, India, 400052**

**Sd/-
Rajesh Srichand Khanna
Chairman & Managing Director
DIN: 09843089**