

HGM

HandsOn Global Management (HGM) Limited

(Formerly known as HOV Services Limited)

CIN: L72200PN1989PLC014448

Registered Office: 3rd Floor Sharda Arcade, Pune Satara Road, Bibwewadi, Pune-411037

Tel: 91 20 24221460 | www.hgmlimited.com | ir@hgmlimited.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out in this Notice is proposed to be passed by the members of HandsOn Global Management (HGM) Limited (“the Company” or “HGM”) by means of Postal Ballot, only by way of remote e-voting process (the “e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”); Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules; and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”); Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and General Circular No. 03/2025 dated 22/09/2025 issued by the Ministry of Corporate Affairs and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with SEBI Master Circular No. SEBI HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

The following business Agenda & proposed Resolutions in Item No. 1 to 4 are presented for passing by the Members of HGM (the “Company”) by way of Postal Ballot through voting by electronic means (“remote e-voting”) only:

Agenda No.	Related Party	US\$ Million	INR Crores*
1	HealthAxis Group LLC	8.70	78.30
2	XBP Europe Limited	6.00	54.00
3	SourceHOV LLC	1.00	9.00
4	HOVG LLC	0.25	2.25
Total		15.95	143.55

* Conversion rate is considered as 1 US\$ - INR 90

SPECIAL BUSINESS:

1. To approve material related party transaction(s) of Aideo Technologies LLC, a wholly owned subsidiary of the Company with HealthAxis Group LLC, of US\$ 8.70 Million

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

“RESOLVED THAT pursuant to the Regulation 23(4), 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to Section 188 the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the Rules thereunder and based on the prior approval and recommended by the Audit Committee, and approved by the Board of Directors, the approval of the Shareholders’ of the Company be and is hereby accorded for services contract (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) of value of US\$ 8.70 Million (₹ 78.30 Crore) by Aideo Technologies LLC, a wholly owned subsidiary of the Company with HealthAxis Group LLC for rendering/providing the services for the business purposes of the Company for the financial year 2026-2027, on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and HealthAxis Group LLC, being the related party, provided that the said transactions/contract(s) shall be carried out in ordinary course of business and at arm’s length basis by the Company.”



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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) and to deal in respect of service contracts for further periods as deemed fit by the Board and to perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of service contracts, if necessary and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution for and on behalf of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in relation with the any matter or contemplated in the said resolutions, be and are hereby approved, ratified and confirmed in all respects, without further referring to the Shareholders’ of the Company and that the Shareholders’ shall be deemed to have given their approval thereto expressly under the authority of this resolution.”

2. To approve material related party transaction(s) of the Company with XBP Europe Limited of, US\$ 6 Million

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

“RESOLVED THAT pursuant to the Regulation 23(4), 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to Section 188 the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the Rules thereunder and based on the prior approval and recommended by the Audit Committee, and approved by the Board of Directors, the approval of the Shareholders’ of the Company be and is hereby accorded for services contract (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) of value of US\$ 6 Million (₹ 54 Crore) by the Company with XBP Europe Limited for rendering the services for the business purposes by the Company for the financial year 2026-2027, on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and XBP Europe Limited, being the related party of the Company, provided that the said transactions/contract(s) shall be carried out in ordinary course of business and at arm’s length basis by the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) and to deal in respect of service contracts for further periods as deemed fit by the Board and to perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of service contracts, if necessary and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution for and on behalf of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in relation with the any matter or contemplated in the said resolutions, be and are hereby approved, ratified and confirmed in all respects, without further referring to the Shareholders’ of the Company and that the Shareholders’ shall be deemed to have given their approval thereto expressly under the authority of this resolution.”

3. To approve material related party transaction(s) of the Company with SourceHOV LLC, of US\$ 1 Million

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

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“RESOLVED THAT pursuant to the Regulation 23(4), 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to Section 188 the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the Rules thereunder and based on the prior approval and recommended by the Audit Committee, and approved by the Board of Directors, the approval of the Shareholders’ of the Company be and is hereby accorded for services contract (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) of value of US\$ 1 Million (₹ 9 Crores) by the Company with SourceHOV LLC for rendering/providing the services for the business purposes by the Company for the financial year 2026-2027, on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and SourceHOV LLC, being the related party of the Company, provided that the said transactions/contract(s) shall be carried out in ordinary course of business and at arm’s length basis by the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) and to deal in respect of service contracts for further periods as deemed fit by the Board and to perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of service contracts, if necessary and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution for and on behalf of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in relation with the any matter or contemplated in the said resolutions, be and are hereby approved, ratified and confirmed in all respects, without further referring to the Shareholders’ of the Company and that the Shareholders’ shall be deemed to have given their approval thereto expressly under the authority of this resolution.”

4. To approve material related party transaction(s) of the Company with HOVG LLC, of US\$ 0.25 Million

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

“RESOLVED THAT pursuant to the Regulation 23(4), 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to Section 188 the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the Rules thereunder and based on the prior approval and recommended by the Audit Committee, and approved by the Board of Directors, the approval of the Shareholders’ of the Company be and is hereby accorded for services contract (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) of value of value of US\$ 0.25 Million (₹ 2.25 Crores) (Rupees Seven Core) by the Company with HOVG LLC (for rendering the services for the business purposes by the Company for the financial year 2026-2027, on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Aideo Technologies LLC, being the related party of the Company, provided that the said transactions/contract(s) shall be carried out in ordinary course of business and at arm’s length basis by the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) and to deal in respect of service contracts for further periods as deemed fit by the Board and to perform all such acts, matters, deeds

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and things, as may be necessary, to amend the terms and conditions of service contracts, if necessary and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution for and on behalf of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in relation with the any matter or contemplated in the said resolutions, be and are hereby approved, ratified and confirmed in all respects, without further referring to the Shareholders’ of the Company and that the Shareholders’ shall be deemed to have given their approval thereto expressly under the authority of this resolution.”

By Order of the Board of Directors

For **HandsOn Global Management (HGM) Limited**

Sd/-

Bhuvanesh Sharma

VP-Corporate Affairs &

Company Secretary & Compliance Officer

Place: Pune

Date: February 14, 2026

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NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 and along-with information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stating material facts and reasons for the proposed resolutions, in respect of Special Business/(s) in this electronic Postal Ballot Notice, is annexed hereto.
2. Further, information as required under the industry standards formulated by the Industry Standards Forum ("ISF") comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, in consultation with SEBI, on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction ("RPT Industry Standards") dated June 26, 2025 effective September 01, 2025 read with SEBI Master Circular dated January 30, 2026, is annexed as Annexure – A in the Explanatory Statement of this Notice
3. In terms of the MCA Circulars, the Notice of Postal Ballot along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Registrar and Share Transfer Agent i.e. KFin Technologies Limited ("KFinTech") or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the **cut-off date i.e., February 13, 2026**.
4. All the Members of the Company as on the cut-off date shall be entitled to vote electronically. A person who became a member after the cut-off date should consider this Notice for information purpose only.
5. The Postal Ballot Notice will also be available on the website of the Company [https://www.hgmlimited.com](http://www.hgmlimited.com); website of the KFinTech at [https://evoting.kfintech.com](http://evoting.kfintech.com) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). As per the applicable MCA Circulars, the physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not required to be sent to the members for this Postal Ballot.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has provided a facility to the Members to exercise their votes electronically through electronic voting system (e-voting) platform. The e-voting service platform will be provided by KFinTech.
7. Accordingly, all members can cast their votes electronically through the e-voting facility provided by the KFinTech. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically.
8. **The e-voting shall commence on February 19, 2026 at 10.00 AM (IST) and will end on March 20, 2026 at 5.00 PM (IST).** The e-voting module shall be disabled by KFinTech for voting thereafter. During this period, the Members of the Company holding shares as on the **cut-off date, i.e., February 13, 2026**, may cast their vote by electronic means. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. Mr. Prajot Tungare, a Practicing Company Secretary (Membership No.: F5484), or in his absence Jayesh Parmar (Membership No.: F11745), Partner/s, of M/s. Prajot Tungare & Associates, Practicing Company Secretaries, are been appointed as Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner. Their decision on the validity of the Postal Ballot shall be taken as final.
10. The Scrutinizer will prepare his report after conclusion of the voting period and shall submit the said report to the Chairman of the Company or any official authorized by the Chairman in this regard.
11. **The results of the e-voting will be announced within 2 (two) working days from the end of e-voting period,** at the

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registered office of the Company by placing the same along with the Scrutinizer's report on the Company's website https://www.hgmlimited.com and shall also be placed on the website of KFinTech and shall be filed with the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolution in the Notice shall be deemed to be passed on **March 20, 2026** i.e. the last day of the voting period.

12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date of voting. Any Member seeking to inspect can send an email to ir@hgmlimited.com.
13. Members are requested to register their email addresses, if not yet registered, to enable the Company to provide all communications to the members through email.
14. Members who have not yet registered their email addresses are requested to get their email addresses registered with KFinTech, on a temporary basis, by following the procedure mentioned below:
 - a. Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
 - b. Select the Company name i.e., **HandsOn Global Management (HGM) Limited (Event No. 9443)**
 - c. Select the holding type from the drop down i.e. - NSDL/CDSL/Physical.
 - d. Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - e. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f. In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - g. Enter the email address and mobile number.
 - h. System will validate DP ID – Client ID/Folio No. and PAN or share certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
 - i. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
 - j. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the Member.
 - k. **Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email addresses with their DPs permanently, so that all communications are received by them in electronic form.**
 - l. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.
15. The Members are requested to follow the instructions for e-voting process as provided in the Notice.
16. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed previously mentioned Ordinary Resolution is annexed hereto.**

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EXPLANATORY STATEMENT TO THE NOTICE OF POSTAL BALLOT FOR THE AGENDA

Item Nos. 1, 2, 3 & 4 - Contract of services for revenue in ordinary course of business of the Company with related parties, being material related party transactions.

Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), as amended from time to time, inter alia, states that all Material Related Party Transactions (‘RPTs’) shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm’s length pricing basis. In view of the above, the aforesaid Agenda Items are placed for approval of the Members of the Company, as the contracts are material related party transactions in accordance with Regulation 23 of the SEBI LODR and therefore, require approval of Shareholders of the Company by way of Ordinary Resolutions.

The Management of the Company has provided the Audit Compliance with the relevant details (as required under the RPT Industry Standards dated June 26, 2025 formulated by ISF effective September 01, 2025 read with SEBI Master Circular dated January 30, 2026) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPTs are in the interest of the Company and the basis of pricing. The Audit Committee reviewed and took note of the certificate placed before it, by the Whole-time Director and Chief Financial Officer of Company, confirming that the proposed RPTs are in the best interests of the Company and its shareholders and are at arm’s length.

The Audit Committee in its meeting held on February 14, 2026 had confirmed that the relevant disclosures for decision making of the Committee were placed before it and, while approving the said RPTs, the Committee has determined that the promoter(s) will not benefit from the proposed RPTs at the expense of public shareholders. The Audit Committee approved and recommended the same to the Board of Directors and the Board in its meeting held on February 14, 2026 had approved the same, subject to approval of the Members.

The mandatory disclosure, which is required to be made to the Shareholders in accordance with the RPT Industry Standards dated June 26, 2025, effective September 1, 2025, is annexed to this Notice as **Annexure A**, which forms an integral part of the notice. Accordingly, this notice should be read together with the accompanying Resolutions, Explanatory Statement, and Annexure A. Information required under Regulation 23 of Listing Regulations read with SEBI Master Circular dated January 30, 2026, is provided below:

The Board of Directors recommends the Business Resolutions set forth in this Notice for the approval of the Members.

None of the directors, Key Managerial Personnel of HGM and their relatives except for their directorship and/ or to the extent of their shareholding are concerned or interested financially or otherwise in the business set forth in the Notice.

The Members may note that in terms of the provisions of the Listing Regulations, related parties of HGM Limited as defined thereunder, whether such related party (ies) is a party to the transactions mentioned in the Notice or not, shall not vote to approve Resolution Nos. 1, 2, 3 to 4.

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IMPORTANT DATES AND INFORMATION FOR POSTAL BALLOT ELECTRONIC VOTING

Sr. No.	Particulars	Details
1	Cut-off date for e-voting	February 13, 2026
2	Remote e-voting start date and time	February 19, 2026 at 10:00 AM IST
3	Remote e-voting end date and time	March 20, 2026 at 5:00 PM IST
4	Date on which resolution deemed to be passed	On the date of declaration of e-voting results
5	Remote E-voting website of KFin	https://evoting.kfintech.com
6	Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	KFin Technologies Limited ("KFintech"), Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032 Contact details: Phone No.: 040-6716 1509 or KFintech's toll free No.: 1800-3094-001
7	Email registration & contact updating process	Demat shareholders: Contact respective Depository Participants Physical Shareholders: Send Form ISR-1 and other relevant forms to KFintech at Selenium, Tower-B, Plot No. 31 &32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Rangareddy, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com

INSTRUCTIONS FOR E-VOTING

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode

TYPE OF MEMBER	LOGIN METHOD
Individual Members holding securities in demat mode with NSDL NSDL Mobile App is available on    	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.

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	<ul style="list-style-type: none"> ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. HandsOn Global Management (HGM) Limited or ESP i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. 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. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e HandsOn Global Management (HGM) Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
TYPE OF MEMBER	LOGIN METHOD
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <ul style="list-style-type: none"> i. Visit https://web.cDSLindia.com/myeasitoken/Home/Login or www.cDSLindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu.

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	<p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>2. User not registered for Easi/ Easiest</p> <ul style="list-style-type: none">i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering.ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none">i. Visit www.cdslindia.com.ii. Provide demat account number and PAN.iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'HandsOn Global Management (HGM) Limited or select KFin.v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use **Forgot user ID and Forgot Password option available at respective websites.**

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (**EVENT 9443**), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID.

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(Formerly known as HOV Services Limited)

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However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘HandsOn Global Management (HGM) Limited’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

By Order of the Board of Directors

For **HandsOn Global Management (HGM) Limited**

Sd/-

Bhuvanesh Sharma

VP-Corporate Affairs &

Company Secretary & Compliance Officer

Place: Pune

Date: February 14, 2026

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ANNEXURE A

I. **Details of Material Related Party Transaction of Aideo Technologies LLC, a Subsidiary of the Company with HealthAxis Group LLC, being a Related Party**

PART A:

A (1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	HealthAxis Group LLC
2.	Country of incorporation of the related party	United States of America (USA)
3.	Nature of business of the related party	HealthAxis is at the forefront of transforming healthcare delivery in the United States, blending state-of-the-art technological solutions with unmatched expertise. Our offerings include AxisCore™, which delivers advanced core administrative processing system (CAPS) technology, and AxisConnect™, which encompasses a broad spectrum of services, including business process as a service (BPaaS), business process outsourcing (BPO), consulting, and staff augmentation.

A (2). Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none">Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	<p>HealthAxis Group LLC is under the control of Promoters of the Company.</p> <p>Aideo Technologies LLC is 100% subsidiary of the Company.</p> <p>Nil</p> <p>Nil</p> <p>Nil</p>

A (3). Details of previous transactions with the related party

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Sr. No.	Particulars of the information	Information provided by the management						
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1"> <tr> <td>Sr. No.</td> <td>Nature of Transactions</td> <td>FY 2024-25 (INR)</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </table> <p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</p>	Sr. No.	Nature of Transactions	FY 2024-25 (INR)				Not Applicable-There were no transaction in previous year with the related Parry and its being the first FY 2026-27 for which transaction are being proposed for approval.
Sr. No.	Nature of Transactions	FY 2024-25 (INR)						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable						

A (4). Amount of the proposed transaction(s)		
Sr. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 78.30 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No such transaction in previous year. However, the proposed transaction for FY 2026-27 is a material RPT.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	348%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	401%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	34%

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<p>6. Financial performance of the related party for the immediately preceding financial year: Explanations: <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i></p>	Particulars	FY 2024 (USD M)	FY 2024 (INR Crores)	
	Turnover	26.70	228.61	
	Profit After Tax	(33.40)	(285.98)	
	Net worth	72.60	621.62	

A (5). Basic details of the proposed transaction			
Sr. No.	Particulars of the information	Information provided by the management	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Export/sale of services	
2.	Details of each type of the proposed transaction	Business Support Services including operations management and corporate functions	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The services are billable services for yearly revenue generation for the Company.	
4.	Whether omnibus approval is being sought?	Not applicable	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 78.30 Crores	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The management in its constant efforts to augment business for more revenue growth have proposed for services that will bring more business for the Company. The said RPTs are at arm's length and in the ordinary course of business as mentioned in this Notice with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in and therefore are in the best interest of the Company and its shareholders.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Parvinder S Chadha; Adesi 234 LLC; HOF 2 LLC are Promoters of the Company. Parvinder S Chadha, Chairman & Executive Director of the Company. Sunil Rajadhyaksha, Promoter & Executive Director of the Company.	
	a. Name of the director / KMP	None of the directors, except as stated above, Key Managerial Personnel or their respective relatives are concerned or interested financially or otherwise.	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	

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9.	Other information relevant for decision making.	Not applicable
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PART B: Details of specific transactions in addition to Part A

B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process as all the transactions are based on business requirements and in relation to usual operations of the Company. These RPTs are in the ordinary course of business.
2.	Basis of determination of price.	The contracts with the said Party are reviewed for arm's length testing internally by the management and on mark-up basis are well within the arm's length range of operating margins observed in comparable companies. Accordingly, it is consistent with the arm's length principle as determined using the Transaction Net Margin Method (TNMM).
3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

Point no. B (2) to B (7) of table forming part of Clause 4 of the Standards is not applicable.

Part C forming part of Clause 4 of the Standards is not applicable.

II. Details of Material Related Party Transaction of The Company With XBP Europe Limited, Being A Related Party

PART A:

A (1). Basic details of the related party		
Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	XBP Europe Limited
2.	Country of incorporation of the related party	United Kingdom (UK)
3.	Nature of business of the related party	A pan-European integrator of bills, payments and related solutions and services seeking to enable digital transformation of our clients. We believe our business ultimately advances digital transformation, improves market-wide liquidity by

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		expediting payments, and encourages sustainable business practices.
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A (2). Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>XBP Europe Limited, is group entity of Exela Technologies, Inc. The Company holds investments in Exela Technologies, Inc.</p> <p>Nil</p> <p>Nil</p> <p>Nil</p>

A (3). Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (INR Crores)</th></tr> </thead> <tbody> <tr> <td></td><td>Nil</td><td>Nil</td></tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR Crores)		Nil	Nil
Sr. No.	Nature of Transactions	FY 2024-25 (INR Crores)						
	Nil	Nil						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	INR 39.19 Crores						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None						

A (4). Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 54 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	240%

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4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable												
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4.21%												
6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations:</i> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024 (USD M)</th> <th>FY 2024 (INR Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>142.41</td> <td>1,219.34</td> </tr> <tr> <td>Profit After Tax</td> <td>(12.37)</td> <td>(105.88)</td> </tr> <tr> <td>Net worth</td> <td>(21.35)</td> <td>(182.77)</td> </tr> </tbody> </table>	Particulars	FY 2024 (USD M)	FY 2024 (INR Crores)	Turnover	142.41	1,219.34	Profit After Tax	(12.37)	(105.88)	Net worth	(21.35)	(182.77)
Particulars	FY 2024 (USD M)	FY 2024 (INR Crores)												
Turnover	142.41	1,219.34												
Profit After Tax	(12.37)	(105.88)												
Net worth	(21.35)	(182.77)												

A (5). Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Export/sale of services
2.	Details of each type of the proposed transaction	The service includes BPO, outsourcing, management, and financial transaction processing services under contract with XBP Europe.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The services are on-going billable services for yearly revenue generation for the Company.
4.	Whether omnibus approval is being sought?	Not applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 54 Crores for the FY 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company had been providing these services to the Party and these services contracts/transactions generates revenue in the ordinary course of business as export of services every year. There is no change in structuring of these transactions with the said Party and are based on routine and ordinary business requirements and are in relation to usual business operations of the Company. The said RPTs are at arm's length and in the ordinary course of business as mentioned in this Notice with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in and therefore are in the best interest of the Company and its shareholders.

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7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Parvinder S Chadha; Adesi 234 LLC; HOF 2 LLC are Promoters of the Company. Parvinder S Chadha, Chairman & Executive Director of the Company. Sunil Rajadhyaksha, Promoter & Executive Director of the Company.
	a. Name of the director / KMP	None of the directors, except as stated above, Key Managerial Personnel or their respective relatives are concerned or interested financially or otherwise.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	None

PART B: Details of specific transactions in addition to Part A

B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process as all the transactions are based on business requirements and in relation to usual operations of the Company. These RPTs are in the ordinary course of business.
2.	Basis of determination of price.	The contracts with the said Party are reviewed for arm's length testing internally by the management and on mark-up basis are well within the arm's length range of operating margins observed in comparable companies. Accordingly, it is consistent with the arm's length principle as determined using the Transaction Net Margin Method (TNMM).
3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: d. Amount of Trade advance e. Tenure f. Whether same is self-liquidating?	Not applicable

Point no. B (2) to B (7) of table forming part of Clause 4 of the Standards is not applicable.

Part C forming part of Clause 4 of the Standards is not applicable.

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III. Details of Material Related Party Transaction of the Company With SourceHOV LLC, Being A Related Party

PART A:

A (1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	SourceHOV LLC
2.	Country of incorporation of the related party	United States of America (USA)
3.	Nature of business of the related party	A prominent American business process outsourcing (BPO) and technology-enabled services company headquartered in Dallas, Texas, specializing in document-centric workflow management, data analytics, and digital transformation.

A (2). Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>SourceHOV LLC, is group entity of Exela Technologies, Inc. The Company holds investments in Exela Technologies, Inc.</p> <p>Nil</p> <p>Nil</p> <p>Nil</p>

A (3). Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
		Sr. No.	Nature of Transactions	FY 2024-25 (INR Crores)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	1	Services rendered	22.20
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.			INR 3.66 Crores
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.			None

A (4). Amount of the proposed transaction(s)

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Sr. No.	Particulars of the information	Information provided by the management												
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 9 crores												
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	40%												
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable												
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.14%												
6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations:</i> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars</th><th>FY 2024 (USD M)</th><th>FY 2024 (INR Crores)</th></tr> </thead> <tbody> <tr> <td>Turnover</td><td>773.63</td><td>6624.08</td></tr> <tr> <td>Profit After Tax</td><td>(81.53)</td><td>(698.09)</td></tr> <tr> <td>Net worth</td><td>(936.18)</td><td>(8015.89)</td></tr> </tbody> </table>	Particulars	FY 2024 (USD M)	FY 2024 (INR Crores)	Turnover	773.63	6624.08	Profit After Tax	(81.53)	(698.09)	Net worth	(936.18)	(8015.89)
Particulars	FY 2024 (USD M)	FY 2024 (INR Crores)												
Turnover	773.63	6624.08												
Profit After Tax	(81.53)	(698.09)												
Net worth	(936.18)	(8015.89)												

A (5). Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Export/sale of services
2.	Details of each type of the proposed transaction	Export sale of services for IT support & Maintenance services and Data entry services contract with SourceHOV LLC.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The services are on-going billable services for yearly revenue generation for the Company.
4.	Whether omnibus approval is being sought?	Not applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 9 Crores for the FY 2026-27.

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6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company had been providing these services to the Party and these services contracts/transactions generates revenue in the ordinary course of business as export of services every year. There is no change in structuring of these transactions with the said Party and are based on routine and ordinary business requirements and are in relation to usual business operations of the Company. The said RPTs are at arm's length and in the ordinary course of business as mentioned in this Notice with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in and therefore are in the best interest of the Company and its shareholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Parvinder S Chadha; Adesi 234 LLC; HOF 2 LLC are Promoters of the Company. Parvinder S Chadha, Chairman & Executive Director of the Company. Sunil Rajadhyaksha, Promoter & Executive Director of the Company.
	a. Name of the director / KMP	None of the directors, except as stated above, Key Managerial Personnel or their respective relatives are concerned or interested financially or otherwise.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	None

PART B: Details of specific transactions in addition to Part A

B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process as all the transactions are based on business requirements and in relation to usual operations of the Company. These RPTs are in the ordinary course of business.
2.	Basis of determination of price.	The contracts with the said Party are reviewed for arm's length testing internally by the management and on mark-up basis are well within the arm's length range of operating margins observed in comparable companies. Accordingly, it is consistent with the arm's length principle as determined using the Transaction Net Margin Method (TNMM).

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HandsOn Global Management (HGM) Limited

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3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: g. Amount of Trade advance h. Tenure i. Whether same is self-liquidating?	Not applicable
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Point no. B (2) to B (7) of table forming part of Clause 4 of the Standards is not applicable.

Part C forming part of Clause 4 of the Standards is not applicable.

IV. Details of Material Related Party Transaction of The Company With HOVG LLC, being A Related Party

PART A:

A (1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	HOVG LLC ((dba Bay Area Credit Services, LLC)
2.	Country of incorporation of the related party	United States of America (USA)
3.	Nature of business of the related party	A debt collection agency specializing in accounts receivable management, primarily for healthcare and financial organizations. The company offers virtual customer care services.

A (2). Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	HOVG LLC, is group entity of Exela Technologies, Inc. The Company holds investments in Exela Technologies, Inc. Nil Nil Nil

A (3). Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Sr. No.	Nature of Transactions	FY 2024-25 (INR Crores)
			Services rendered	1.83

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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	INR 1.42 Crores
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None

A (4). Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management												
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 2.25 Crores												
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No												
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	10%												
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable												
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.03%												
6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations:</i> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024 (USD M)</th> <th>FY 2024 (INR Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>773.63</td> <td>6624.08</td> </tr> <tr> <td>Profit After Tax</td> <td>(81.53)</td> <td>(698.09)</td> </tr> <tr> <td>Net worth</td> <td>(936.18)</td> <td>(8015.89)</td> </tr> </tbody> </table>	Particulars	FY 2024 (USD M)	FY 2024 (INR Crores)	Turnover	773.63	6624.08	Profit After Tax	(81.53)	(698.09)	Net worth	(936.18)	(8015.89)
Particulars	FY 2024 (USD M)	FY 2024 (INR Crores)												
Turnover	773.63	6624.08												
Profit After Tax	(81.53)	(698.09)												
Net worth	(936.18)	(8015.89)												

A (5). Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Export/sale of services
2.	Details of each type of the proposed transaction	The service includes BPO, outsourcing, management, and financial transaction processing services under contract with the Party.

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3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The services are on-going billable services for yearly revenue generation for the Company.
4.	Whether omnibus approval is being sought?	Not applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 2.25 Crores for the FY 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company had been providing these services to the Party and these services contracts/transactions generates revenue in the ordinary course of business as export of services every year. There is no change in structuring of these transactions with the said Party and are based on routine and ordinary business requirements and are in relation to usual business operations of the Company. The said RPTs are at arm's length and in the ordinary course of business as mentioned in this Notice with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in and therefore are in the best interest of the Company and its shareholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Parvinder S Chadha; Adesi 234 LLC; HOF 2 LLC are Promoters of the Company. Parvinder S Chadha, Chairman & Executive Director of the Company. Sunil Rajadhyaksha, Promoter & Executive Director of the Company.
	a. Name of the director / KMP	None of the directors, except as stated above, Key Managerial Personnel or their respective relatives are concerned or interested financially or otherwise.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	None

PART B: Details of specific transactions in addition to Part A

B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process as all the transactions are based on business requirements and in relation to usual operations of the Company. These RPTs are in the ordinary course of business.

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2.	Basis of determination of price.	The contracts with the said Party are reviewed for arm's length testing internally by the management and on mark-up basis are well within the arm's length range of operating margins observed in comparable companies. Accordingly, it is consistent with the arm's length principle as determined using the Transaction Net Margin Method (TNMM).
3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: j. Amount of Trade advance k. Tenure l. Whether same is self-liquidating?	Not applicable

Point no. B (2) to B (7) of table forming part of Clause 4 of the Standards is not applicable.

Part C forming part of Clause 4 of the Standards is not applicable.

By Order of the Board of Directors

For **HandsOn Global Management (HGM) Limited**

Sd/-

Bhuvanesh Sharma

VP-Corporate Affairs &

Company Secretary & Compliance Officer

Place: Pune

Date: February 14, 2026