



OSEL DEVICES LIMITED

CIN: L72200DL2006PLC152027

Regd. Office: 712, Naurang House K.G. Marg, Connaught Place, New Delhi- 110 001

Corp. Office: Signature Tower, 1st Floor Plot No 3, Sector Knowledge Park-III
Greater Noida 201308, Uttar Pradesh

Tel: +91 120 635 1600; **Website:** www.oseldevices.com; **email:** info@oseldevices.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the members of **OSEL DEVICES LIMITED** (“the Company”) will be held on **Friday, February 20, 2026** at 12:30 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following special businesses:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL OF OSEL DEVICES EMPLOYEE STOCK OPTION PLAN, 2026.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the rules framed thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**the “SEBI SBEB Regulations”**), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “Listing Regulations”**), the circulars/guidelines/other regulations issued by the Securities and Exchange Board of India (**“SEBI”**), relevant provisions of the Memorandum of Association and Articles of Association of the OSEL Devices Limited (**“Company”**) and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which has been designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI SBEB Regulations to exercise its powers, including the powers conferred by this resolution); the consent and approval of the members of the Company be and is hereby accorded to the OSEL Devices Employee Stock Option Plan, 2026 (**“the ESOP plan”**) and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 8,00,000 (Eight Lakh) employee stock options (**“Options”**) under the ESOP plan (*or such adjusted number as may be applicable due to any stock splits, bonus issues, rights issues, consolidation or other reorganization of the share capital of the Company*), exercisable into equal number of equity shares (**“Shares”**) of face value of ₹ 10/- (Rupees Ten) each fully paid-up of the Company, for the benefit of employees and directors of the Company, its Group Company(ies) including Subsidiary Company or its Associate Company, in India or outside India, or of a Holding Company of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP plan (hereinafter referred to as **“Eligible Employees”**), on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP plan.

RESOLVED FURTHER THAT the ESOP plan shall be administered by the Nomination and Remuneration Committee (**“Compensation Committee / Committee”**) of the Company who shall have all necessary powers as defined in the ESOP plan.

RESOLVED FURTHER THAT the ESOP Plan shall be implemented through direct route, for extending the benefits to the Eligible Employees by the way of fresh allotment from the Company.

For OSEL DEVICES LIMITED

Company Secretary

OSEL DEVICES LIMITED

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RESOLVED FURTHER THAT the Committee be and is hereby authorised to issue and allot Shares upon exercise of Options from time to time in accordance with the ESOP plan and such Shares shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and implement the ESOP plan on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Options shall lapse and to grant such number of Options, to such Eligible Employees, at such other price, at such time and on such terms and conditions as set out in the ESOP plan and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the ESOP plan from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the ESOP plan, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT in the event of any Corporate Action such as bonus issue, rights issue, stock split/consolidation, merger, de-merger, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOP plan; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price, may be determined after making fair and reasonable adjustments, by the Company in consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions provided that (i.) the number and price of Options shall be adjusted in a manner such that total value to the Grantee remains the same after the corporate action and (ii.) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Grantee.

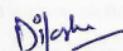
RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the ESOP plan as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees, who have been granted Options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, Act and any other applicable laws and regulations to the extent relevant and applicable to ESOP plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors such as merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP plan as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP plan and to take all such steps and do all such acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board, be and are hereby also authorised to delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution."

For OSEL DEVICES LIMITED



Company Secretary

OSEL DEVICES LIMITED

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ITEM NO. 2: APPROVAL FOR EXTENSION OF BENEFITS UNDER THE OSEL DEVICES EMPLOYEE STOCK OPTION PLAN, 2026 TO ELIGIBLE EMPLOYEE OF GROUP COMPANY(IES) INCLUDING SUBSIDIARY COMPANY AND ASSOCIATE COMPANY, WHETHER IN INDIA OR OUTSIDE INDIA, OR OF A HOLDING COMPANY OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (*"the Act"*) read with the rules framed thereunder, Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (*the "SEBI SBEB Regulations"*), relevant provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*the "Listing Regulations"*), the circulars/guidelines/other regulations issued by the Securities and Exchange Board of India (*"SEBI"*), relevant provision of the Memorandum of Association and Articles of Association of the OSEL Devices Limited (*"Company"*) and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the *"Board"*, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which has been designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI SBEB Regulations to exercise its powers, including the powers conferred by this resolution); the consent and approval of the members of the Company be and is hereby accorded to the Osel Devices Employee Stock Option Plan 2026 (*"the ESOP Plan"*) and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 8,00,000 (Eight Lakh) employee stock options (*"Options"*) under the overall limit of 8,00,000 Options under the ESOP plan (or such adjusted number as may be applicable due to any stock splits, bonus issues, rights issues, consolidation or other reorganization of the share capital of the Company), exercisable into equal number of equity shares (*"Shares"*) of face value of ₹ 10/- (Rupees Ten) each fully paid-up of the Company, for the benefit of employees and directors of the Company, its Group Company(ies) including Subsidiary Company or its Associate Company, in India or outside India, or of a Holding Company of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP plan (hereinafter referred to as *"Eligible Employees"*), on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP plan.

RESOLVED FURTHER THAT the ESOP plan shall be administered by the Nomination and Remuneration Committee (*"Compensation Committee / Committee"*) of the Company who shall have all necessary powers as defined in the ESOP plan.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Committee to the Eligible Employees upon the exercise of Options, shall rank pari-passu in all respect including dividend with then existing Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors such as merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP plan as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP plan and to take all such steps and do all such acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board, be and are hereby also authorised to delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution."

By Order of the Board of Directors
For OSEL DEVICES LIMITED

For OSEL DEVICES LIMITED

Diksha
Company Secretary and Compliance Officer
M. No. A72889

Date: 15.01.2026
Place: New Delhi

OSEL DEVICES LIMITED

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NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted convening the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Hence, there shall be no physical attendance of equity shareholders at the meeting and the deemed venue for the meeting shall be the Registered Office of the Company.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorization document authorizing their representative to attend and vote on their behalf at the EGM.

4. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 e-voting on the date of the EGM/AGM will be provided by NSDL. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

For OSEL DEVICES LIMITED



Company Secretary

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7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://oseldevices.com/investor/>. The Notice can also be accessed from the website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. The members are requested to intimate the Company, queries, if any, at least 3 days before the date of the meeting to enable the management to keep the required information available at the meeting.
10. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to their respective Depository Participants (DP) for shares held in electronic form.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
12. All the Documents referred to in the notice are open for inspection at the Registered office of the Company between 11:00 A.M. to 4:00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
13. The company has appointed Mr. Kundan Kumar Mishra, Practicing Company Secretary (Membership No FCS 11769 & CP No. 19844) proprietor of M/s Kundan Kumar Mishra & Associates, Company Secretaries, as the Scrutinizer ('Scrutinizer') for conducting the remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://oseldevices.com/> and on the website of NSDL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.
16. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area Phase - II, New Delhi - 110020, Email: info@masserv.com
17. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with the applicable rules made thereunder, setting out the material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Notice.

For OSEL DEVICES LIMITED


Company Secretary

OSEL DEVICES LIMITED

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

The remote e-voting period begins on Tuesday, 17th February, 2026 at 09:00 A.M. and ends on Thursday, 19th February, 2026 at 05:00 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 Friday, 13th February, 2026 ("Cut-off Date"), 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

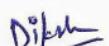
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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"> 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 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. 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.jsp 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 held 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.

For OSEL DEVICES LIMITED

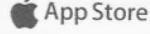
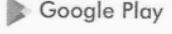


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	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.cdsindia.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.</p>
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.

For OSEL DEVICES LIMITED



Company Secretary

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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
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. 1800-21-09911

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 138167 then user ID is 138167001***

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.

For OSEL DEVICES LIMITED



Company Secretary

OSEL DEVICES LIMITED

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Head Office: Signature Tower First Floor, Plot No. 3, Sector Knowledge Park- III, Greater Noida- 201308, Uttar Pradesh, India.

- 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 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 kundankumarmishra107@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 or send a request at evoting@nsdl.com

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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 send ISR-1, ISR2 (if signature does not match with RTA record) to RTA Mas Services Limited T-34, 2nd Floor, Okhla Industrial Area Phase- II, New Delhi 110020. (FORM ISR1 & ISR2 can be download from www.masserv.com website of RTA)
2. In case shares are held in demat mode, please update your email id with your DPID and generate password as per given procedure given in e-voting instruction.
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

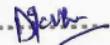
THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. 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@oseldevices.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@oseldevices.com on or before 14th February, 2026. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the special business mentioned under each item of the accompanying Notice:

Item no. 1 & 2

Stock options are an effective instrument to attract, reward and retain the talented and key Employees in the Company. They also create a sense of ownership and participation amongst the employees of the Company and achieve sustained growth of the Company by creation of shareholder value by aligning the interests of the employees with that of the Organization.

The Board of Directors, on the recommendation of Nomination and Remuneration committee meeting, keeping in view of the abovementioned objectives, at their meeting held on 15th January 2026 formulated OSEL Devices Employee Stock Option Plan 2026 ("*the ESOP Plan*") which comprises 8,00,000 (Eight Lakh) Employee Stock Options ("*Options*") for the present and/or future permanent employees of the Company, group Company including subsidiary companies or associate company or of a holding company of the Company (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time) (hereinafter referred to as '*employees*' or '*said employees*') in accordance with the applicable laws. Upon exercise, these Options shall not entitle for more than 8,00,000 (Eight Lakh) equity shares of face value of Rs. 10/- each, and on such terms and conditions as may be determined in accordance with the ESOP plan.

In terms of Regulation 6(1) of the provisions of Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021 ("*SEBI SBEB Regulations*"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*SEBI Listing Regulations*") and Section 62(1) (b) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, the issue of equity shares to the employees requires an approval of the shareholders by way of a Special Resolution for the adoption of ESOP plan. The Special Resolution as set out in **Item No. 1** to seek your approval for the said purposes.

Further, as per Regulation 6(3)(c) of SEBI SBEB Regulations, approval of the Shareholders by way of separate Special Resolution is also required for grant of Options to the employees of subsidiary or holding company. The Special Resolution set out in **Item No. 2** to seek your approval for the said purpose.

The Salient features of the ESOP plan and the disclosures required under Regulation 6(2) of SEBI SBEB Regulations as follows:

a) brief description of the plan

The Company recognizes and appreciates the critical role played by the employees of the Company in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them and to promote the culture of employee ownership in the Company.

The objectives of the ESOP Plan are as follows:

- i. To attract and retain talented people, who add to the strength of the Company;
- ii. To reward Employees for good performance in the past and to motivate similar performance in the future.
- iii. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company;
- iv. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come

The Plan shall be administered by the Board/Compensation Committee.

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b) the total number of options, SARs, shares or benefits, as the case may be, to be offered and granted

The total number of options that may be granted and exercised by the Grantee under this ESOP Plan, whether in one or more tranches, shall at no time exceed 8,00,000 (Eight Lakhs options). The said limit shall be inclusive of all Options granted under this Plan and shall remain subject to any adjustments that may be required due to corporate actions such as stock splits, Bonus issues, right issues, consolidation or any other re-organization of the share capital of the Company. Under no circumstances shall the aggregate number of equity shares issued pursuant to the exercise of Options granted under this Plan exceed the aforesaid limit during the entire term and implementation period of the Plan unless approval is obtained from the shareholders of the Company for the change in the ESOP Pool Limit, as prescribed under the SEBI SBE Regulations.

Explanation: One option shall be convertible into the one equity share of the company.

c) identification of classes of employees entitled to participate and be beneficiaries in the plan

- i. an Employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter group, but excluding an independent director; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company,

but does not include—

- a) an Employee who is a Promoter or a person belonging to the Promoter Group; or
- b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company.

d) requirements of vesting and period of vesting

Stock Options Granted under the ESOP Plan shall vest within a specified time period or on achievement of certain performance milestones or both subject to a minimum Vesting Period of one (1) year, as determined by the Compensation Committee and as specified in the Letter of Grant issued to the eligible employee.

The maximum period within which the Options may vest extend upto 5 (five) years from the date of grant, at the discretion of and in the manner prescribed by the Compensation Committee at the time of Grant.

The options which vested may be cancelled in the following events:

- Expiry of exercise period
- Resignation/Termination due to misconduct / breach of company policies, etc. and
- Abandonment / Long Leave.

e) maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options /SARs /benefits shall be vested

The maximum period within which the Options may vest extend upto 5 (five) years from the date of grant, at the discretion of and in the manner prescribed by the Compensation Committee at the time of Grant.

f) exercise price, SAR price, purchase price or pricing formula

The Exercise price of the Shares will be based on the Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options will be approved by the Committee.

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The determination of the Exercise Price by the Compensation Committee shall be final, conclusive, and binding on all Option Grantees. The Exercise price shall not exceed the fair market value as on the Date of Grant and shall not be below the Face Value of the share.

g) exercise period /offer-period and process of exercise/acceptance of offer

Any Vested Options held by an Option Grantee during the course of his or her employment with the Company may be exercised at any time within the prescribed Exercise Window(s), provided that such period shall not be less than 90 days from the date of vesting and shall not exceed a period of 3 years from the date of respective vesting of options, or in the manner determined by the Compensation Committee.

The exercise period shall commence from the date of vesting of the options and would expire not later than three years from the date of vesting. The exact exercise period, exercise windows and related process shall be determined by the Board/Committee, subject to a maximum exercise period of three years from the date of vesting of options.

h) the appraisal process for determining the eligibility of employees for the plan

In assessing eligibility, the Compensation Committee shall consider various parameters including, but not limited to, individual performance, contribution to the Company's growth, criticality of the role, length of service, future potential, leadership qualities, and alignment with the Company's long-term strategic objectives etc. The Committee may, at its discretion, give preference to high-performing and high-potential Employees who are critical to the Company's business operations, expansion plans, and overall Company growth.

i) maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any

The maximum number of options that may be issued pursuant to this Plan shall not exceed 8,00,000 (Eight Lakh) Options convertible into equal number of Equity shares of the Company.

The number of Options that can be granted to an Employee under this ESOP Plan shall not, during any one year, be equal to or exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Option, without prior approval of the Shareholders by way of a special resolution in a general meeting and shall be subject to the adjustments for any sub-division or consolidation of the Shares.

j) maximum quantum of benefits to be provided per employee under a plan

The maximum quantum of benefits that will be provided to any eligible employee under the ESOP Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the Date of Exercise of Options and the Exercise Price and tax amount (as may be applicable) paid by the Employee.

k) whether the plan is to be implemented and administered directly by the company or through a trust

The plan will be implemented directly by the Company (Direct Route) under the guidance of the Nomination and Remuneration Committee of the Board.

l) whether the plan involves new issue of shares by the company or secondary acquisition by the trust or both

The plan will involve only new equity shares by the Company in compliance with the SEBI (SBBI & SE) Regulations and other applicable laws.

m) the amount of loan to be provided for implementation of the plan by the company to the trust, its tenure, utilization, repayment terms, etc.

Not applicable since the plan will be implemented through Direct Route.

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n) maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the plan

Not applicable since the plan will be implemented through Direct Route.

o) a statement to the effect that the company shall conform to the accounting policies specified in regulation 15

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Options, as prescribed under Regulations 14 and 15 of the SEBI SBEB Regulations, and as prescribed therein under Applicable Laws.

p) the method which the company shall use to value its options or SARs

To calculate the employee compensation cost, the Company shall use Fair Value Method or any other applicable accounting guidelines for valuation of the options granted.

q) statement with regard to Disclosure in Directors' Report

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board's Report.

The said Statement is not applicable to the Company when the Company is opting for the Fair Value Method.

r) period of lock-in

The Equity Shares allotted to an Option Grantee upon the Exercise of Vested Options under this ESOP Plan shall be subject to a lock-in period as decided by the compensation committee from the date of allotment of such shares, unless a longer period is prescribed under any applicable law or regulation.

s) terms & conditions for buyback, if any, of specified securities covered under these regulations

The Committee will determine the procedure for buy-back of specified securities issued under the SEBI SBEB Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year.

The Options to be granted under the ESOP plan shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Your directors recommend the resolutions set out in Item No. 1 and 2 of this Notice for adoption by the Shareholders as Special Resolutions.

None of the Directors, Manager and/or Key Managerial Personnel of the Company, including their relatives is in any way interested or concerned, financially or otherwise in Item No. 1 and 2, except to the extent of their shareholding entitlements, if any, or the options may be granted under the ESOP plan.

By Order of the Board of Directors

For OSEL DEVICES LIMITED

For OSEL DEVICES LIMITED

Date: 15.01.2026

Place: New Delhi



Diksha

Company Secretary

Company Secretary and Compliance Officer

M. No. A72889

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