



KODY TECHNO LAB LIMITED

To,
National Stock Exchange of India Limited
“Exchange Plaza”, C-1, Block G,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

September 08, 2026

Symbol: KODYTECH / Series: ST

Sub: Notice of the 9th Annual General Meeting

Dear Sir / Madam,

We are submitting herewith the Notice of 9th Annual general Meeting of the company schedule to be held on Wednesday, September 30, 2026, at 12:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, which is being sent in electronic mode to the Members.

The Notice of 9th Annual General Meeting is also available on the Company's website www.kodytechnolab.com.

Kindly take the same on your record and oblige us.

Thanking You.

For, Kody Technolab Limited

Utsav Himanshu Trivedi
Company Secretary & Compliance officer
Membership No.: A57058

Place: Ahmedabad

Encl.: As below

Registered Office Address: 2nd Floor ,Block-J, Safal Mondeal Retail Park, Nr. Iscon Mall, Nr. Rajpathclub,
S.G.Highway, Bodakdev, Ahmedabad, Gujarat – 380054

Work Address: Unit no. G01, ground floor, BIFC, building no. 14-A, block 14, zone-01, GIFT SEZ,
Gandhinagar – 382355

Email: info@kodytechnolab.com | Contact No: +919377229944 | Website: www.kodytechnolab.com

CIN: L72900GJ2017PLC097244

Notice

OF THE 9TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 9TH (NINTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF KODY TECHNOLAB LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026 AT 12:00 P.M. (IST) BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt

- a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and notes forming part of thereof together with the Reports of the Board of Directors and the Auditor thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, and notes forming part of thereof together with the Report of Auditor thereon.

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Reports of the Board of Directors and the Auditor thereon, placed before the Meeting, be and are hereby considered and adopted."

2. To appoint a director in place of Mrs. Pooja Sunny Patel (DIN: 07792474), who retires by rotation and being eligible, offers herself for re-appointment:

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

"RESOLVED THAT, Mrs. Pooja Sunny Patel (DIN: 07792474), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, has offered herself for re appointment, be and is hereby re appointed as the Director of the Company, liable to retire by rotation."

3. Appointment Mr. Kashyap Jaladipbhai Jani (DIN: 10095658) as a Non-Executive and Independent Director of the Company for a term of five consecutive years:

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 Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time ("Act") and pursuant to Regulation 17 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company Mr. Kashyap Jaladipbhai Jani (DIN: 10095658) who has been appointed as an Additional Director (Non-Executive and Independent Director) of the Company on April 18, 2026, in terms of Section 161 of the Act and whose term of office expires as on this General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 18, 2026 to up to April 17, 2031.

RESOLVED FURTHER THAT Managing Director and/or Wholtime Director and/or Company Secretary or any Director of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution including but not limited to file all documents and returns with the Registrar of Companies, Ahmedabad, Gujarat and / or to inform the Stock Exchanges as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time."

4. Appointment Mr. Milan Shah (DIN: 00012088) as a Non-Executive and Independent Director of the Company for a term of five consecutive years:

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 Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time ("Act") and pursuant to Regulation 17 and other

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applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company Mr. Milan Shah (DIN: 00012088) who has been appointed as an Additional Director (Non-Executive and Independent Director) of the Company on July 06, 2026, in terms of Section 161 of the Act and whose term of office expires as on this General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from July 06, 2026 to July 05, 2031.

RESOLVED FURTHER THAT, Managing Director and/or Wholetime Director and/or Company Secretary or any Director of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution including but not limited to file all documents and returns with the Registrar of Companies, Ahmedabad, Gujarat and / or to inform the Stock Exchanges as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time."

5. To Increase the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to borrow monies as and when required, from, any Bank and / or other Financial Institution and / or foreign lender and / or anybody corporate / entity / entities and / or authority / authorities and / or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and / or by way of commercial borrowings from the private short term loans or any other instruments etc. and / or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact

that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company in the Ordinary course of business exceed the

aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves at any time.

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

6. Approval under Section 180(1)(a) of the Companies Act, 2013.

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 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to

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be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc."

RESOLVED FURTHER THAT, the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties."

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

7. Approval to make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013.

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 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (Including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account,

whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 300 Crore (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

8. Approval for granting a loan, providing a guarantee or security in connection with a loan availed by any person specified under Section 185 of the Companies Act, 2013.

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 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or reenactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals. as may be required in that behalf, and in supersession of all the earlier resolutions passed in this regard if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services / goods on a future date or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company Interested / deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

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9. Approval for availing an unsecured loan of up to ₹100 Crores from Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Articles of Association of the Company and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to avail, from time to time, an unsecured loan from Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, aggregating up to ₹100 Crore (Rupees Hundred Crores only), on such terms and conditions as may be mutually agreed between the Company and Mr. Manav Subhashchandra Patel, provided that such terms are in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and other applicable laws.

RESOLVED FURTHER THAT the unsecured loan shall be utilised by the Company for its business operations, working capital requirements, capital expenditure, expansion plans, growth initiatives and other general corporate purposes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise, execute and deliver all agreements, loan documents, declarations, undertakings and other writings, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution, including settling any questions or difficulties that may arise in connection therewith."

10. Approval of Material Related Party Transaction with Kody Media Private Limited.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"),

Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Kody Media Private Limited, a subsidiary Company and a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required,

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seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

11. Approval of Material Related Party Transaction with Falcon Tech Robotics LLC.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/

Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Falcon Tech Robotics LLC, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

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12. Approval of Material Related Party Transaction with KODY MIDDLE EAST HOLDING L.L.C-FZ.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with KODY MIDDLE EAST HOLDING L.L.C-FZ, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

13. Approval of Material Related Party Transaction with ARVIND ANTICOR LIMITED.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and

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Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Arvind Anticor Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

14. Approval of Material Related Party Transaction with DATAMAC ANALYTICS LLC.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum

and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Datamac Analytics LLC, a related party within the meaning of Section 2(76) of the Companies Act 2013,

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as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/ or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

15. Approval of Material Related Party Transaction with KODY EQUIPMENTS PRIVATE LIMITED.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with KODY EQUIPMENTS PRIVATE LIMITED, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Registered Office:

2nd Floor, Block-J,
Safal Mondeal Retail Park,
Nr. Iscon Mall, Nr Rajpathclub, S.G
Highway, Bodakdev, Ahmedabad,
Gujarat, India, 380054

Place: Ahmedabad**Date:** September 07, 2026

By the Order of the Board of
Kody Technolab Limited

Utsav Himanshu Trivedi
Company Secretary & Compliance Officer
Membership No.: A57058

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IMPORTANT NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has permitted conducting of Annual General Meeting ("AGM") through VC or OAVM. In this regard, MCA issued General Circular No.09/2024 dated September 19, 2024 read with other connected circulars issued in this regard (collectively referred as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC / OAVM. Further, the Securities and Exchange Board of India ("SEBI") also vide its Master Circular dated November 11, 2024 read with SEBI circular dated October 3, 2024 (collectively referred as 'SEBI Circulars') and other applicable circulars issued in this regard has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), Secretarial Standards on General Meeting, issued by The Institute of Company Secretaries of India ("SS-2"), MCA and SEBI Circulars / Listing Regulations, the Annual General Meeting (AGM) of the Company will be held through VC / OAVM.
2. Since the AGM will be held through VC / OAVM means, the route map is not annexed in this Notice. The Registered Office of the Company will be deemed to be the venue of the AGM.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the special business items is annexed hereto.
4. The Annual Report along with Notice of the AGM including general guidelines for participation at the AGM through VC/OAVM, procedure for remote e-voting and e-voting during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository. The same has also been uploaded on the website of the Company, i.e. www.kodytechnolab.com. In accordance with the applicable circulars, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their e-mail addresses are requested to register the same with the Company or with the RTA/ respective Depository Participant(s).
5. Pursuant to applicable Circulars, the shareholders who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited or with the Company by sending an e mail before the date of AGM at raghu.veedha@kfintech.com or info@kodytechnolab.com. Post successful registration of the e-mail address, the shareholder would get soft copy of Notice of AGM along with Annual Report with user-id and the password to enable e-voting for AGM. In case of any queries, shareholder may write to the Company at info@kodytechnolab.com or to Registrar and Transfer Agent at raghu.veedha@kfintech.com.
6. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
7. In accordance of Regulation 36(1) of Listing Regulations, a letter containing the web-link including the exact path of Company's website, where complete details of annual report are available, will be send to Members at their registered address, who have not registered their email address.
8. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Members are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and other necessary registers and documents will be available for inspection by the members on request by sending an e-mail to the company on info@kodytechnolab.com.

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11. 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 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 AGM will be provided by NSDL.
12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
15. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and Company Website i.e. www.kodytechnolab.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
17. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
18. The Board of Directors has appointed Mr. Jitendra Parmar, (Membership No. F11336, COP No. 15863), Proprietor of Jitendra Parmar & Associates, Company Secretaries, Ahmedabad, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
19. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
20. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. National Stock Exchange of India Limited and be made available on its website viz. www.nseindia.com.
21. The details of director seeking re-appointment as per Secretarial Standard II and Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

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Name of Director	Mrs. Pooja Sunny Patel
DIN	07792474
Age	37 Years
Date of Birth	01/11/1988
Date of Appointment	05/05/2017
Qualifications	Bachelor of Commerce
Expertise in specific Professional area	She has expertise in the field of Market research, Strategic Planning and Marketing strategies which helped with the overall development of the Company.
Relationship with other Directors inter se	None
Board Membership in other Companies as on March 31, 2026	ARVIND ANTICOR LIMITED
Chairman/Member of the Committee of the Board of directors in other companies as on March 31, 2026	NIL
Listed entities from which resigned in the past three years	2nd Floor, Block-J, Safal Mondeal Retail Park, Nr. Iscon Mall, Nr Rajpath Club, S. G. Highway, BodNIL akdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054
Number of Shares held in the Company as on March 31, 2026	4,71,140 Equity Shares
The number of Meetings of the Board attended during the year	17/17

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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 Sunday, September 27, 2026 at 09:00 A.M. and ends on Tuesday, September 29, 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 the record date (cut-off date) i.e. September 23, 2026, 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, being September 23, 2026.

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.	1. 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 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.

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.

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.

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.

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4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

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'.

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:

- 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.
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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.

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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 who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjitendraparmar@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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 demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to (info@kodytechnolab.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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 (info@kodytechnolab.com). The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) OF THE COMPANIES ACT, 2013

Item No. 3:

SPECIAL RESOLUTION

The Board of Directors upon recommendation of Nomination and Remuneration Committee, at its meeting held on April 18, 2026, had appointed Mr. Kashyap Jaladipbhai Jani (DIN: 10095658) as an Additional Director (Non-Executive, Independent) of the Company.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI Listing Regulations, approval of the members by way of special resolution is required for appointment of Mr. Kashyap Jaladipbhai Jani as an Independent Director for a term of five consecutive years upto April 17, 2031.

The Company has received a declaration from Mr. Kashyap Jaladipbhai Jani confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Kashyap Jaladipbhai Jani to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI). The Company has received notice pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Kashyap Jaladipbhai Jani for the office of Independent Director of the Company.

Brief Profile:

Mr. Kashyap Jani is a visionary entrepreneur and strategic leader with over 16+ years of Mult industry experience, spanning real estate, banking, financial analytics, infrastructure, FMCG, and advanced technologies including IT and robotics. He is widely recognized for building and scaling high-value, future-ready businesses by combining financial acumen, regulatory expertise, and technology-led innovation.

In the opinion of the Board of Directors, Mr. Kashyap Jaladipbhai Jani fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in Annexure A to the explanatory statement. Copy of the letter for appointment of Mr. Kashyap Jaladipbhai Jani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays, upto the last date for e-voting.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

The Board considers that association of the Mr. Kashyap Jaladipbhai Jani would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr. Kashyap Jaladipbhai Jani as Independent Director, set out in the resolution in Item no. 3, for approval of the members as a special resolution.

Except Mr. Kashyap Jaladipbhai Jani and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 4:

SPECIAL RESOLUTION

The Board of Directors upon recommendation of Nomination and Remuneration Committee, at its meeting held on July 06, 2026, had appointed Mr. Milan Shah (DIN: 00012088) as an Additional Director (Non-Executive, Independent) of the Company.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI Listing Regulations, approval of the members by way of special resolution is required for appointment of Mr. Milan Shah as an Independent Director for a term of five consecutive years upto July 05, 2031.

Brief Profile:

Mr. Milan Shah is a Chartered Accountant and Company Secretary with over 40 years of rich experience in finance, business strategy, financial restructuring, corporate governance, investor relations and business transformation across diverse industries. He has extensive expertise in capital raising, strategic planning, risk management, governance and driving organizational growth. He is currently engaged in providing strategic and financial advisory services to businesses and entrepreneurs.

In the opinion of the Board of Directors, Mr. Milan Shah fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in Annexure A to the explanatory statement. Copy of the letter for appointment of Mr. Milan Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays, upto the last date for e-voting.

The Board considers that association of the Mr. Milan Shah would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr. Milan Shah as Independent Director, set out in the resolution in Item no. 4, for approval of the members as a special resolution.

Except Mr. Milan Shah and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 5 & 6:

SPECIAL RESOLUTION

To Increase the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013 & Approval under Section 180(1)(a) of the Companies Act, 2013.

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the Company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed, if any, by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Notice

Keeping in view the Company's existing and future financial requirements the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to authorise the Board of Directors of the Company to borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and to create charge/mortgage/hypothecation over the immovable and/or movable properties of the Company upto Rs. 300 Crore.

It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors of the Company to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge/mortgage/hypothecation over the immovable and/or movable properties of the Company, both present and future.

Accordingly, the Board of Directors recommends the resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the Members by way of Special Resolutions.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise.

Item No. 7:

SPECIAL RESOLUTION

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 300 Crore, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 8:

SPECIAL RESOLUTION

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, said entity(ies) covered under the category of a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the

Notice

OF THE 9TH ANNUAL GENERAL MEETING

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 8 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 9:

ORDINARY RESOLUTION

The Board of Directors of the Company, at its meeting held on September 07, 2026, upon the recommendation of the Audit Committee, approved, subject to the approval of the Members and such other approvals as may be required under applicable law, the proposal for availing an unsecured loan of up to ₹100 Crore (Rupees Hundred Crore only) from Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company.

The proposed transaction qualifies as a Related Party Transaction under the provisions of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Since the value of the proposed transaction exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, the approval of the Members is being sought.

The Company intends to utilise the proposed borrowing primarily towards meeting its business operations, working capital requirements, capital expenditure, expansion plans, growth initiatives and other general corporate purposes. The proposed loan will strengthen the Company's liquidity position and enable it to meet its funding requirements in a timely and cost-effective manner without creating any charge over the assets of the Company, as the loan shall be unsecured.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

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Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Mr.Manav Subhashchandra Patel
2	Country of Incorporation of the Related Party	Indian Citizen
3	Nature of Business of the Related Party	Individual – Promoter and Managing Director of the Company
4	Relationship between the Company and the Related Party	Mr.Manav Subhashchandra Patel is the Promoter and Managing Director of the Company and is a Related Party under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	Mr.Manav Subhashchandra Patel holds 90,75,772 Equity Shares, constituting 62.95% of the paid-up equity share capital of the Company.
7	Standalone Turnover of the Related Party for each of the last three financial years	Not Applicable, being an individual.
8	Standalone Net Worth of the Related Party for each of the last three financial years	Not Applicable, being an individual.
9	Standalone Net Profit of the Related Party for each of the last three financial years	Not Applicable, being an individual.

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Sr.No.	Particulars of the information	Information provided by the management
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	Details of transactions with the Related Party are disclosed in the
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	Details of transactions undertaken during the current financial year up to the date of approval are placed before the Audit Committee and disclosed in accordance with applicable law.
12	Whether prior approval of the Audit Committee has been obtained	Yes. The Audit Committee has approved the proposed transaction at its meeting held on September 07, 2026.
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	None
14	Total amount of all proposed transactions being placed for approval	Availing of an unsecured loan of up to ₹100 Crore (Rupees Hundred Crore only) from Mr. Manav Subhashchandra Patel.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes. Approval of the Members is being sought pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	124.56%
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable.
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Not Applicable, being an individual.

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Sr.No.	Particulars of the information	Information provided by the management
B. Additional Details for Proposed Borrowing by the Company		
19	Specific Type of the Proposed Transaction	Borrowing (Unsecured Loan).
20	Details of the Proposed Transaction	The Company proposes to avail an unsecured loan of up to ₹100 Crore from Mr.Manav Subhashchandra Patel to meet its business operations, working capital requirements, expansion plans, growth initiatives and other general corporate purposes.
21	Tenure of the Proposed Transaction	As may be mutually agreed between the Company and the lender.
22	Indicative Timeline for Undertaking the Transaction	As may be mutually agreed between the Company and the lender.
23	Whether prior approval of the Audit Committee has been obtained	No.
24	Value of the Proposed Transaction	Up to ₹100.00 Crore.
25	Total amount of all proposed transactions being placed for approval	Availing of an unsecured loan of up to ₹100 Crore (Rupees Hundred Crore only) from Mr.Manav Subhashchandra Patel.
26	Whether the proposed transaction is a Material Related Party Transaction	Yes. Approval of the Members is being sought pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
27	Details of Promoter/Director/KMP interested in the transaction	Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, being the lender under the proposed transaction.
28	Shareholding of the interested Promoter/Director/KMP in the Company	62.95% of the paid-up equity share capital of the Company.
29	Details of shareholding (more than 2%) of the Director/ KMP of the Related Party in the Company	Not Applicable, as the Related Party is an individual.

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Sr. No.	Particulars of the information	Information provided by the management
30	Valuation Report or External Party Report	Not Applicable.
31	Other Information Relevant for Decision Making	The proposed transaction has been approved by the Audit Committee and the Board of Directors, subject to the approval of the Members. Mr. Manav Subhashchandra Patel and his related parties shall abstain from voting on the proposed resolution in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
B(6). Additional Details relating to Borrowings		
32	Material Covenants	The borrowing shall be unsecured and shall be on mutually agreed commercial terms.
33	Interest Rate	As may be mutually agreed between the parties.
34	Cost of Borrowing	Interest, if any, together with incidental documentation charges.
35	Maturity / Due Date	As may be mutually agreed between the parties.
36	Repayment Schedule	As may be mutually agreed between the parties.
37	Whether Secured or Unsecured	Unsecured.
38	Nature of Security and Security Coverage Ratio	Not Applicable
39	Purpose of Utilisation of Funds	Business operations, working capital requirements, capital expenditure, expansion plans, growth initiatives and other general corporate purposes.
40	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
41	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

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As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except Mr. Manav Subhashchandra Patel and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 9 of this Notice, for approval by the Members of the Company.

Item No. 10:

ORDINARY RESOLUTION

The Members are informed that Kody Media Private Limited is a subsidiary of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with its subsidiary to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Kody Media Private Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/Rendering of Services and other business transactions	Up to ₹200.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

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The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions **Kody Media Private Limited** are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Kody Media Private Limited
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director) 2. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
3	Nature of Relationship	Kody Media Private Limited is a Subsidiary Company of Kody Technolab Limited and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s) and such other business transactions as may be entered into from time to time in the ordinary course of business.
5	Cost of Borrowing	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.

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Sr.No.	Particulars of the information	Information provided by the management
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, including pricing, consideration, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of Related Parties	Kody Media Private Limited
2	Country of Incorporation of the Related Party	India
3	Nature of Business of the Related Party	The main object of the Kody Media Private Limited is to carry on the business in India or elsewhere of Advertisement, Internet advertising, online shopping, Marketing, Promoting, Franchising through any mode but not limited to Radio Station, television centre, broadcasting center, hoarding, neon signs, electronic display board, internet, newspaper, magazines, souvenirs and all other present and future medias or devices in India or elsewhere, for creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India, Desktop Robots, Cartesian Robots or any other type of Robots or related products.
4	Relationship between the Company and the Related Party	Kody Media Private Limited is a Subsidiary Company of Kody Technolab Limited and is a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Kody Technolab Limited holds 9,999 Equity Shares in Kody Media Private Limited
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL

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Sr.No.	Particulars of the information	Information provided by the management
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 2,82,47,500/-
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹14,13,76,350/-
9	Standalone Net Profit of the Related Party	FY 2025-26: ₹ (61,74,620/-)
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 87,75,639.5/- FY 2024-25: ₹ 1,00,000/- FY 2023-24: Not Applicable
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 8,63,97,000/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No

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Sr.No.	Particulars of the information	Information provided by the management
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 249.12% of the Company's annual consolidated turnover.
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Kody Media Private Limited of approximately ₹ 2.82 Crore for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 1,773.05% of the subsidiary's annual standalone turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 7,092.20% of the subsidiary's annual standalone turnover.

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Sr.No.	Particulars of the information	Information provided by the management
B (1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Kody Media Private Limited.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Kody Media Private Limited, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹200.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Kody Media Private Limited.
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Kody Media Private Limited in the ordinary course of business and on an arm's length basis during the validity period of the approval.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹300.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹200.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Kody Media Private Limited, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹200.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group. Entering into such transactions with the Company's subsidiary enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

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Sr.No.	Particulars of the information	Information provided by the management
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	--
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director) 2. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Sanjaykumar Kalubhai Kidecha – 1 Share as nominee of Company
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel 2. Mr. Sanjaykumar Kalubhai Kidecha
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

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Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and its subsidiary. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable. The proposed Material Related Party Transactions are proposed to be entered into with the Company's subsidiary, Kody Media Private Limited, in the ordinary course of business. Accordingly, no competitive bidding or quotation process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable, as no bids or quotations were invited or received.
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable, as comparable bids were not invited or obtained.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The proposed transactions are recurring operational and financial transactions between the Company and its subsidiary and are undertaken to facilitate business operations, treasury management, operational efficiencies and business requirements. Considering the nature of the relationship and the commercial objectives of the proposed transactions, inviting bids or quotations from unrelated parties is neither practicable nor commercially appropriate.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Audit Committee has considered the commercial rationale, business requirements, nature of the proposed transactions, pricing mechanism and arm's length principles while evaluating the proposed Material Related Party Transactions. The Committee noted that the transactions will be undertaken in the ordinary course of business, on arm's length terms and in accordance with the Company's Policy on Related Party Transactions. The proposed transactions are expected to enhance operational efficiencies, optimize resource utilization, facilitate business growth and are considered to be in the best interests of the Company and its public shareholders
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

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Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum to a related party, and no loans, inter-corporate deposits or advances were provided to any non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Kody Media Private Limited does not have any outstanding borrowings from banks or financial institutions as on the date of this Notice. Accordingly, there is no existing borrowing rate available for comparison.
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Kody Media Private Limited has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 89,14,338/-
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not Applicable. Kody Media Private Limited has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable. Kody Media Private Limited has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(4). Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	NIL
35	Advance as % of the total loan given during the preceding 12 months	NIL
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Kody Media Private Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the subsidiary and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Kody Media Private Limited has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Kody Media Private Limited was incorporated on January 10, 2025. Based on the unaudited financial statements for the financial year ended March 31, 2026, the management is of the opinion that Kody Media Private Limited is a going concern.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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Sr.No.	Particulars of the information	Information provided by the management
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.31 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Kody Media Private Limited, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no.10 of this Notice, for approval by the Members of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Item No. 11:

ORDINARY RESOLUTION

The Members are informed that **Falcon Tech Robotics LLC** is a Joint Venture of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with **Falcon Tech Robotics LLC** to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Kody Media Private Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹100.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹100.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹200.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its joint Venture. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions **Falcon Tech Robotics LLC** are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Falcon Tech Robotics LLC
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	Falcon Tech Robotics LLC is a Joint venture Company of Kody Technolab Limited and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s) and such other business transactions as may be entered into from time to time in the ordinary course of business.
5	Monetary Value	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, including pricing, consideration, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

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Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of Related Parties	Falcon Tech Robotics LLC
2	Country of Incorporation of the Related Party	United Arab Emirates (UAE)
3	Nature of Business of the Related Party	To provide robotics solutions to local industries, retail, business, government, defence, and other sectors, delivering “Made in UAE” robots, exclusively in the Middle Eastern region and the GCC.
4	Relationship between the Company and the Related Party	Falcon Tech Robotics LLC is a Joint Venture of the Company and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Direct Equity Shareholding / Ownership Interest: 40.00% Contribution: 40.00% Profit & Loss Sharing: 40.00%
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 22,65,52,438/-
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹ (3,41,88,698/-)

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Sr.No.	Particulars of the information	Information provided by the management
9	Standalone Net Profit of the Related Party	FY 2025-26: ₹ (3,51,59,898/-)
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 36,94,62,201/- FY 2024-25: ₹ 9,71,200/- FY 2023-24: Not Applicable
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 20,33,49,420/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹100.00 Crore and Corporate Guarantee(s) of up to ₹100.00 Crore each represent approximately 124.56% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 249.12% of the Company's annual consolidated turnover.

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Sr.No.	Particulars of the information	Information provided by the management
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable) as a percentage of the Related Party's annual standalone turnover	Not Applicable
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Falcon Tech Robotics LLC of approximately ₹ 22.66 Crore for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹100.00 Crore and Corporate Guarantee(s) of up to ₹100.00 Crore each represent approximately 441.40% of the Falcon Tech Robotics LLC annual standalone turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/ Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 883.00% of the Falcon Tech Robotics LLC annual standalone turnover.
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Falcon Tech Robotics LLC.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Falcon Tech Robotics LLC, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹200.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹100.00 Crore for loan transactions and ₹100.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

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Sr.No.	Particulars of the information	Information provided by the management
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Kody Media Private Limited.
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Falcon Tech Robotics LLC in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹400.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹200.00 Crore, (ii) Loan Transactions up to ₹100.00 Crore, and (iii) Corporate Guarantee(s) up to ₹100.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly,
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group. Entering into such transactions with the Company's Joint Venture enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	NIL
	a. Name of the director / KMP/ partner	NIL
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	NIL
11	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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Sr.No.	Particulars of the information	Information provided by the management
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and its Joint Venture. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable. The proposed Material Related Party Transactions are proposed to be entered into with the Company's Joint venture, Falcon Tech Robotics LLC, in the ordinary course of business. Accordingly, no competitive bidding or quotation process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable, as no bids or quotations were invited or received.
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable, as comparable bids were not invited or obtained.
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The proposed transactions are recurring operational and financial transactions between the Company and its Joint Venture and are undertaken to facilitate business operations, treasury management, operational efficiencies and business requirements. Considering the nature of the relationship and the commercial objectives of the proposed transactions, inviting bids or quotations from unrelated parties is neither practicable nor commercially appropriate.

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Sr.No.	Particulars of the information	Information provided by the management
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Audit Committee has considered the commercial rationale, business requirements, nature of the proposed transactions, pricing mechanism and arm's length principles while evaluating the proposed Material Related Party Transactions. The Committee noted that the transactions will be undertaken in the ordinary course of business, on arm's length terms and in accordance with the Company's Policy on Related Party Transactions. The proposed transactions are expected to enhance operational efficiencies, optimize resource utilization, facilitate business growth and are considered to be in the best interests of the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Falcon Tech Robotics LLC does not have any outstanding borrowings from banks or financial institutions as on the date of this Notice. Accordingly, there is no existing borrowing rate available for comparison.
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Falcon Tech Robotics LLC has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 24,03,10,195/-
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not Applicable. Falcon Tech Robotics LLC has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable. Falcon Tech Robotics LLC has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Falcon Tech Robotics LLC. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the subsidiary and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹100.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Falcon Tech Robotics LLC has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Falcon Tech Robotics LLC was incorporated on January 24, 2025. Based on the financial statements for the financial year ended March 31, 2026, the management is of the opinion that Falcon Tech Robotics LLC is a going concern.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

*The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Falcon Tech Robotics LLC, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 11 of this Notice, for approval by the Members of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Item No. 12:

ORDINARY RESOLUTION

The Members are informed that **KODY MIDDLE EAST HOLDING L.L.C-FZ** is a subsidiary of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with its subsidiary to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with KODY MIDDLE EAST HOLDING L.L.C-FZ.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹100.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹100.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹200.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions **KODY MIDDLE EAST HOLDING L.L.C-FZ** are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	KODY MIDDLE EAST HOLDING L.L.C-FZ
2	Name of the Director or KMP who is related	1. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
3	Nature of Relationship	KODY MIDDLE EAST HOLDING L.L.C-FZ is a Subsidiary Company of Kody Technolab Limited and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s) and such other business transactions as may be entered into from time to time in the ordinary course of business.
5	Monetary Value	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, including pricing, consideration, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

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Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	KODY MIDDLE EAST HOLDING L.L.C-FZ
2	Country of Incorporation of the Related Party	Dubai, United Arab Emirates.
3	Nature of Business of the Related Party	Robotics advertising company delivering advanced robotic and DOOH advertising solutions across the GCC.
4	Relationship between the Company and the Related Party	KODY MIDDLE EAST HOLDING L.L.C-FZ is a Subsidiary Company of Kody Technolab Limited and is a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Kody Technolab Limited holds 750 shares of AED 100 per share, in KODY MIDDLE EAST HOLDING L.L.C-FZ
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: NIL
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹ 19,59,122/-
9	Standalone Net Profit of the Related Party	FY 2025-26: ₹ 19,59,122/-

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Sr.No.	Particulars of the information	Information provided by the management
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: 25,94,000/- FY 2024-25: NIL FY 2023-24: Not Applicable
11	₹ 2,07,00,000/-	₹ 2,07,00,000/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹100.00 Crore and Corporate Guarantee(s) of up to ₹100.00 Crore each represent approximately 124.56% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 249.12% of the Company's annual consolidated turnover.
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	The standalone turnover of KODY MIDDLE EAST HOLDING L.L.C-FZ for the financial year ended March 31, 2026 was NIL. Accordingly, the value of the proposed transactions as a percentage of the Related Party's annual standalone turnover is not applicable.

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Sr.No.	Particulars of the information	Information provided by the management
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and KODY MIDDLE EAST HOLDING L.L.C-FZ.
2	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and KODY MIDDLE EAST HOLDING L.L.C-FZ.
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with KODY MIDDLE EAST HOLDING L.L.C-FZ in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹400.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹200.00 Crore, (ii) Loan Transactions up to ₹100.00 Crore, and (iii) Corporate Guarantee(s) up to ₹100.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract.

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Sr.No.	Particulars of the information	Information provided by the management
		The value of any individual transaction shall be determined based on the business requirements of the Company and KODY MIDDLE EAST HOLDING L.L.C-FZ, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹200.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹100.00 Crore for loan transactions and ₹100.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group. Entering into such transactions with the Company's subsidiary enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	

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Sr.No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	1. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and its subsidiary. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable. The proposed Material Related Party Transactions are proposed to be entered into with the Company's subsidiary, KODY MIDDLE EAST HOLDING L.L.C-FZ, in the ordinary course of business. Accordingly, no competitive bidding or quotation process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable, as no bids or quotations were invited or received.
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable, as comparable bids were not invited or obtained.
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The proposed transactions are recurring operational and financial transactions between the Company and its subsidiary and are undertaken to facilitate business operations, treasury management, operational efficiencies and business requirements. Considering the nature of the relationship and the commercial objectives of the proposed transactions, inviting bids or quotations from unrelated parties is neither practicable nor commercially appropriate.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Audit Committee has considered the commercial rationale, business requirements, nature of the proposed transactions, pricing mechanism and arm's length principles while evaluating the proposed Material Related Party Transactions. The Committee noted that the transactions will be undertaken in the ordinary course of business, on arm's length terms and in accordance with the Company's Policy on Related Party Transactions. The proposed transactions are expected to enhance operational efficiencies, optimize resource utilization, facilitate business growth and are considered to be in the best interests of the Company and its public shareholders.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum,, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.

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Sr.No.	Particulars of the information	Information provided by the management
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	KODY MIDDLE EAST HOLDING L.L.C-FZ does not have any outstanding borrowings from banks or financial institutions as on the date of this Notice. Accordingly, there is no existing borrowing rate available for comparison.
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	KODY MIDDLE EAST HOLDING L.L.C-FZ has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related	FY 2025-26: NIL
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not Applicable. KODY MIDDLE EAST HOLDING L.L.C-FZ has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable. KODY MIDDLE EAST HOLDING L.L.C-FZ has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable
35	Whether secured or unsecured?	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of KODY MIDDLE EAST HOLDING L.L.C-FZ. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the subsidiary and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹100.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	KODY MIDDLE EAST HOLDING L.L.C-FZ has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	KODY MIDDLE EAST HOLDING L.L.C-FZ was incorporated on July 23, 2024. Based on the financial statements for the financial year ended March 31, 2026, the management is of the opinion that KODY MIDDLE EAST HOLDING L.L.C-FZ is a going concern.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or KODY MIDDLE EAST HOLDING L.L.C-FZ, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no.12 of this Notice, for approval by the Members of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Item No. 13:

ORDINARY RESOLUTION

The Members are informed that **Arvind Anticor Limited** is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with Arvind Anticor Limited to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Arvind Anticor Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹100.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions ARVIND ANTICOR LIMITED are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Arvind Anticor Limited
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	ARVIND ANTICOR LIMITED is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s)
5	Monetary Value	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

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Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Arvind Anticor Limited
2	Country of Incorporation of the Related Party	India
3	Nature of Business of the Related Party	Manufacturing and supplying the best quality thermoplastic process equipment for metal finishing industries.
4	Relationship between the Company and the Related Party	Arvind Anticor Limited is a Related Party of the Company by virtue of common directorship of Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, who is also a Director on the Board of Arvind Anticor Limited.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Shareholding: Nil (0.00%) Contribution: Not Applicable Profit & Loss Sharing: Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 25,91,09,980/-
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹ 10,90,28,852/- (Un-Audited)
9	Standalone Net Profit of the Related	FY 2025-26: ₹ 95,17,109/- (Un-Audited)
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 6,44,000/- FY 2024-25: ₹ 2,50,00,000/- FY 2023-24: ₹ 6,77,000/-

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Sr.No.	Particulars of the information	Information provided by the management
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 89,07,753/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 crore represent approximately 124.56% of the Company's annual consolidated turnover.
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Arvind Anticor Limited of approximately ₹ 25.91 Cr for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 192.97% of the Arvind Anticor Limited annual standalone turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 Crore represent approximately 385.94% of the Arvind Anticor Limited annual standalone turnover.
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Arvind Anticor Limited.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Arvind Anticor Limited, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹100.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Arvind Anticor Limited.

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Sr.No.	Particulars of the information	Information provided by the management
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Arvind Anticor Limited in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹200.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹100.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Arvind Anticor Limited, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹100.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group.

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Sr.No.	Particulars of the information	Information provided by the management
		Entering into such transactions with the Arvind Anticor Limited enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	25.91%
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	Not Applicable.
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

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Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and Arvind Anticor Limited. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Arvind Anticor Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s).
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s); accordingly, no comparison of additional cost or potential loss can be made.

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Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Arvind Anticor Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction(s) have been evaluated on the basis of commercial rationale, business requirements, expected operational and strategic benefits, pricing methodology and arm's length principles. The management is of the view that the proposed transaction(s) are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders. Accordingly, the proposed terms are considered fair, reasonable and beneficial to the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum to a related party, and no loans, inter-corporate deposits or advances were provided to any non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	8.20%
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Arvind Anticor Limited has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 22,54,92.893
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	FY 2025-26: 8.20% FY 2024-25: 8.20% FY 2023-24: N.A.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable.
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Arvind Anticor Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the Arvind Anticor Limited and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Arvind Anticor Limited has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the audited financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Arvind Anticor Limited has remained solvent and has prepared its financial statements on a going concern basis.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or KODY MIDDLE EAST HOLDING L.L.C-FZ, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no.12 of this Notice, for approval by the Members of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Item No. 14:

ORDINARY RESOLUTION

The Members are informed that Datamac Analytics LLC is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with Datamac Analytics LLC to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Datamac Analytics LLC.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹100.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions DATAMAC ANALYTICS LLC are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Datamac Analytics LLC
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	DATAMAC ANALYTICS LLC is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s)
5	Monetary Value	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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OF THE 9TH ANNUAL GENERAL MEETING

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Datamac Analytics LLC
2	Country of Incorporation of the Related Party	United States of America (U.S.A.)
3	Nature of Business of the Related Party	The Company is engaged in providing IT consulting, software development, cloud, AI, cybersecurity, and digital transformation services
4	Relationship between the Company and the Related Party	Datamac Analytics LLC is a Related Party of the Company by virtue of Mrs. Kena Patel, spouse of Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, being a Director of Datamac Analytics LLC.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Shareholding: Nil (0.00%) Contribution: Not Applicable Profit & Loss Sharing: Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 6,87,41,000/- FY 2024-25: ₹ 2,06,84,000/- FY 2023-24: NIL

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Sr.No.	Particulars of the information	Information provided by the management
8	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 3,05,00,000/-
9	Whether prior approval of the Audit Committee has been obtained	Yes
10	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
11	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
12	Whether the proposed transaction is a Material Related Party Transaction	Yes
13	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 crore represent approximately 124.56% of the Company's annual consolidated turnover.
14	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Datamac Analytics LLC.
2	Total amount of all proposed transactions being placed for approval	The Company proposes to enter into one or more Related Party Transaction(s) with Datamac Analytics LLC, from time to time, including sale/purchase of goods and materials, availing/ rendering of services, granting/availing of loans, providing/ availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹100.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Datamac Analytics LLC.

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Sr.No.	Particulars of the information	Information provided by the management
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Datamac Analytics LLC in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹200.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹100.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Datamac Analytics LLC, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹100.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group.

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Sr.No.	Particulars of the information	Information provided by the management
		Entering into such transactions with the Datamac Analytics LLC enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

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Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and Datamac Analytics LLC. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Datamac Analytics LLC, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s).
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s); accordingly, no comparison of additional cost or potential loss can be made.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids or quotations were invited, as the proposed transaction(s) are intended to be entered into with Datamac Analytics LLC considering its domain expertise, technical capabilities, business synergies, operational efficiencies and commercial expediency. The proposed transaction(s) are expected to facilitate efficient execution of business objectives and, therefore, inviting competitive bids was not considered commercially appropriate.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction(s) have been evaluated on the basis of commercial rationale, business requirements, expected operational and strategic benefits, pricing methodology and arm's length principles. The management is of the view that the proposed transaction(s) are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders. Accordingly, the proposed terms are considered fair, reasonable and beneficial to the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Datamac Analytics LLC has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable.
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Arvind Anticor Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the Arvind Anticor Limited and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Datamac Analytics LLC has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the audited financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Arvind Anticor Limited has remained solvent and has prepared its financial statements on a going concern basis.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Datamac Analytics LLC, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 14 of this Notice, for approval by the Members of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Item No. 15:

ORDINARY RESOLUTION

The Members are informed that Kody Equipments Private Limited is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with Kody Equipments Private Limited to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Kody Equipments Private Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹100.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions KODY EQUIPMENTS PRIVATE LIMITED are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	KODY EQUIPMENTS PRIVATE LIMITED
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	KODY EQUIPMENTS PRIVATE LIMITED is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s)
5	Monetary Value	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Kody Equipments Private Limited
2	Country of Incorporation of the Related Party	India
3	Nature of Business of the Related Party	Manufacturer of Flexible Packaging Converting Machinery Like Slitter Rewinder, Rotogravure Printing Machine, Solventless Lamination Machine & Label Slitter.
4	Relationship between the Company and the Related Party	Kody Equipments Private Limited is a Related Party of the Company by virtue of the fact that a relative of Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, is a Director and Shareholder of Kody Equipments Private Limited.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Shareholding: Nil (0.00%) Contribution: Not Applicable Profit & Loss Sharing: Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 59,85,00,000/- (Un-Audited)
8	Standalone Net Profit of the Related Party	FY 2025-26: ₹ 21,23,000/- (Un-Audited)
9	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: NIL FY 2024-25: ₹ 54,03,000/- FY 2023-24: NIL

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Sr.No.	Particulars of the information	Information provided by the management
10	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 40,00,000/-
11	Whether prior approval of the Audit Committee has been obtained	Yes
12	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
13	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
14	Whether the proposed transaction is a Material Related Party Transaction	Yes
15	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 crore represent approximately 124.56% of the Company's annual consolidated turnover.
16	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable

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Sr.No.	Particulars of the information	Information provided by the management
17	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Kody Equipments Private Limited of approximately ₹ 59.85 Crore for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 83.54% of the Kody Equipments Private Limited annual standalone turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 Crore represent approximately 167.08% of the Kody Equipments Private Limited annual standalone turnover.
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Kody Equipments Private Limited.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Kody Equipments Private Limited, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹100.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Kody Equipments Private Limited.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Kody Equipments Private Limited in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹200.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹100.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Kody Equipments Private Limited, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹100.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group.

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Sr.No.	Particulars of the information	Information provided by the management
		Entering into such transactions with the Kody Equipments Private Limited enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

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Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and Kody Equipments Private Limited. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Kody Equipments Private Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s).
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s); accordingly, no comparison of additional cost or potential loss can be made.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Kody Equipments Private Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction(s) have been evaluated on the basis of commercial rationale, business requirements, expected operational and strategic benefits, pricing methodology and arm's length principles. The management is of the view that the proposed transaction(s) are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders. Accordingly, the proposed terms are considered fair, reasonable and beneficial to the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

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Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum,, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	8.75%
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Kody Equipments Private Limited has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 9,52,00,000/-
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	FY 2025-26: 8.75% FY 2024-25: 9.00% FY 2023-24: 9.00 %
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable.
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable.

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Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Kody Equipments Private Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the Kody Equipments Private Limited and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Kody Equipments Private Limited has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the audited financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Kody Equipments Private Limited has remained solvent and has prepared its financial statements on a going concern basis.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.28 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Kody Equipments Private Limited, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no.15 of this Notice, for approval by the Members of the Company.

ANNEXURE A

PROFILE OF DIRECTORS

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Name of the Person	Kashyap Jaladipbhai Jani	Milan Shah
Director Identification Number (DIN)	10095658	00012088
Age	37 years	66 years
Nationality	Indian	Indian
Date of First appointment of the Board	April 18, 2026	July 06, 2026
Qualification	Ph.D. in International Corporate Affairs (Pursuing) Master's in Law (Intellectual Property) Bachelor's and Master's Degrees in Political Science Bachelor's Degree in Mechanical Engineering	Chartered Accountant and Company Secretary
Experience and Expertise	Mr. Kashyap Jani is a visionary entrepreneur and strategic leader with over 16+ years of Mult industry experience, spanning real estate, banking, financial analytics, infrastructure, FMCG, and advanced technologies including IT and robotics. He is widely recognized for building and scaling high-value, future-ready businesses by combining financial acumen, regulatory expertise, and technology-led innovation.	Mr. Milan Shah is a Chartered Accountant and Company Secretary with over 40 years of rich experience in finance, business strategy, financial restructuring, corporate governance, investor relations and business transformation across diverse industries. He has extensive expertise in capital raising, strategic planning, risk management, governance and driving organizational growth. He is currently engaged in providing strategic and financial advisory services to businesses and entrepreneurs.
Remuneration last drawn (including sitting fees)	NIL	NIL

ANNEXURE A

PROFILE OF DIRECTORS

Remuneration proposed to be paid	Sitting fees as may be decided by the board	Sitting fees as may be decided by the board
Terms and Condition of Appointment	As per appointment letter	As per appointment letter
Number of board meetings attended during FY 2025-26	N.A.	Indian
Shareholding in the Company (Equity Shares)	1,500 Equity Shares	2,300 Equity Shares
Relationship with other Directors, Manager of KMP	Not related to any Directors / KMP	Not related to any Directors / KMP
Directorships held in other Indian companies	FACTBYTE IT SOLUTIONS PRIVATE LIMITED SAAR BUILDDEVELOPERS PRIVATE LIMITED JANI TECHSOLUTIONS PRIVATE LIMITED	NIL
Membership/ Chairmanship of the Committees of the Board	NIL	NIL
Membership/ Chairmanship of the Committees of the Board	NIL	NIL
Membership/ Chairmanship of the Committees of the Board	NIL	NIL