



Date: March 04, 2026

The Manager,
BSE SME Platform
Department of Corporate Services
25th Floor, P.J. Towers, Dalal Street
Fort, Mumbai - 400 001

REF: Company Code BSE Code: 543897 (Sancode Technologies Limited)

Subject: Intimation regarding Notice of Extra-ordinary General Meeting ("EGM")

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, please find enclosed herewith a copy of the Notice convening the Extra-Ordinary General Meeting (EOGM) of the Company scheduled to be held on Wednesday, 25th March, 2026 at Registered office of the Company situated at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Airport (Mumbai), Mumbai, Maharashtra, India, 400099 at 3:00 P.M.

The aforesaid EGM Notice is also available on website of the Company at www.sancodetech.com and website of stock Exchange i.e. BSE Limited at www.bseindia.com

The remote e-voting shall commence on Sunday, 22nd March, 2026 at 09:00 a.m. (IST) and shall end on Tuesday, 24th March, 2026 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Friday 18th March, 2026 may cast their vote electronically.

Kindly take the above information on your records.

Yours faithfully,

FOR SANCODE TECHNOLOGIES LIMITED

MIHIR DEEPAK VORA
MANAGING DIRECTOR
DIN – 08602271

SANCODE TECHNOLOGIES LIMITED

CIN: L74900MH2016PLC280315 | Website: www.sancodetech.com

Reg. Office – 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, MH, 400099 IN

Email id – info@sancodetech.com Contact No. – (022)49622853



SANCODE TECHNOLOGIES LIMITED

CIN: U74900MH2016PLC280315

Registered Office: 403, Shreya House, Parera Hill Road, Chakala, Andheri (East),
Airport (Mumbai), Mumbai, Maharashtra, India, 400099

Website: www.sancodetech.com, **Contact:** 022 49622853, **Email:** info@sancodetech.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Members of **Sancode Technologies Limited** (hereinafter referred to as the “**the Company**”) will be held on Wednesday, the 25th day of March 2026 at 03.00 P.M. IST at the Registered Office of the Company situated at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, Maharashtra, India, 400099, to transact the following businesses:

SPECIAL BUSINESSES

ITEM NO. 1:

TO INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lakhs only) divided into 64,00,000 (Sixty-Four Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 6,40,00,000/- (Rupees Six Crore Forty Lakhs only) and 1,00,000 (One Lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 10,00,000/- (Rupees Ten Lakhs only) to Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 99,00,000 (Ninety-Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 9,90,00,000/- (Rupees Nine Crore Ninety Lakhs only) and 1,00,000 (One Lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 10,00,000/- (Rupees Ten Lakhs only) by creation of additional Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting the following in its place:

“The Authorised Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 99,00,000 (Ninety-Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each

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comprising of Rs. 9,90,00,000/- (Rupees Nine Crore Ninety Lakhs only) and 1,00,000 (One Lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 10,00,000/- (Rupees Ten Lakhs only) with power to increase/reduce/alter/divide the same in such manner as may be permitted by the Act or as provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

ITEM NO. 2:

TO CONSIDER AND APPROVE ISSUANCE OF UPTO 23,25,582 CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PROMOTERS AND NON-PROMOTER FOR CONSIDERATION IN CASH:

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”), and the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches up to 23,25,582 (Twenty Three Lakh Twenty Five Thousand Five Hundred Eighty Two) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to 1 (one) Equity Share per Warrant, Equity Shares having face value of Rs. 10/- (Rupee Ten Only) each to the proposed allottee(s) as mentioned below, for cash consideration at an issue price of Rs. 172/- (Rupees One Hundred Seventy-Two only) per Warrant including a premium of Rs. 162/- (Rupees One Hundred Sixty-Two only) (‘Warrant Issue Price’) per Warrant, aggregating up to Rs. 40,00,00,104/- (Rupees Forty Crore One Hundred Four

only) by way of a preferential issue on a private placement basis ('**Preferential issue**') (hereinafter 'Issue of Warrants') to the following persons as follows:

Details of proposed allottees of convertible warrants:

SN.	Name of proposed allottees	No. of warrant proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	Khushboo Jain	4,65,000	Promoter	Promoter
2.	Aneka LLC	3,70,195	Non-Promoter	Promoter
3.	Trinity Gate LLC	14,90,387	Non-Promoter	Non-Promoter

RESOLVED FURTHER THAT such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants will be Monday, 23rd February, 2026 being the date 30 days prior to the date of this Extraordinary General Meeting on Wednesday, 25th March, 2026 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Promoter and Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps

which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

ITEM NO. 3:

TO APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH SANCODE SEMI PRIVATE LIMITED:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s Policy on Related Party Transactions, each as amended, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, by the Company in the ordinary course of business and at arm’s length price with Sancode Semi Private Limited (‘Sancode Semi’), a subsidiary company of Sancode Technologies Limited (‘the Company’) and accordingly, a related party of the Company, within the meaning of Section 2(76) of the Act) for investment by way of infusion of funds through Equity shares, debt or through other financial instruments, providing Short-term or Long-term Inter Corporate Loans or advances or other transactions for business purpose requirements to the maximum amount of Rs. 200 crore (Rupees Two Hundred Crores only) for the financial year 2026-2027 on such terms and condition as may be mutually agreed between the company and the related parties.

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

ITEM NO. 4:

TO AUTHORISATION TO THE BOARD OF DIRECTORS FOR GRANTING LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING INVESTMENTS 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 179, 186 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of Company be and is hereby accorded for giving any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium or 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of Rs. 450 crore (Rupees Four Hundred Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

ITEM NO. 5:

TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY 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 Section 185 and other applicable provisions of the Companies Act, 2013 read with applicable rules (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate Companies, related Entities, Partnership firms or any other person in which any of the Directors of the

Company are interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding Rs. 450 crore (Rupees Four Hundred Fifty Crores only) in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT, this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian economic conditions;

RESOLVED FURTHER THAT, the loans advanced by the Company as mentioned above shall be utilized by the borrowing entity for the purpose of their respective principal business activities;

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution any of the directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**By order of the Board of Directors of
Sancode Technologies Limited**

**Sd/-
Mihir Deepak Vora
Managing Director
DIN: 08602271**

Registered Office:

403, Shreya House,
Parera Hill Road,
Chakala, Andheri (East),
Airport, Mumbai,
Maharashtra, India, 400099
Website: www.sancode.tech
Email: info@sancode.tech
Contact: 022 49622853

Place: Maharashtra

Date: March 02, 2026

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
5. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, Maharashtra, India, 400099 of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company situated at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093, for:

- (a) intimating any change in their address and/or bank mandate;
- (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;

- (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) Any other queries with respect to shares held by them.
6. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
7. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
8. The Board of Director appointed M/s. Dilip Swarnkar & Associates as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company.
9. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.
10. The remote e-voting shall commence on Sunday, March 22, 2026 at 09:00 a.m. (IST) and shall end on Tuesday, March 24, 2026 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Wednesday, March 18, 2026 may cast their vote electronically.
11. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. www.sancodetech.com and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Members may note that the EGM Notice will also be available on the Company's website at www.sancodetech.com and on the website of BSE at www.bseindia.com.
14. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (Bigshare) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by Bigshare. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
15. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.
16. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - i. The voting period begins on March 22, 2026 at 09:00 AM and ends on March 24, 2026 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of March 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating

seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication,

	<p>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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can Click on https://eservices.nsd.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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote

	(E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

In respect of Item No. 1:

Considering the overall business growth, future expansion and the operational needs, the Company is required to raise funds for its operations by various means. Further, raising of funds by way of issuance of convertible Warrants or equity shares requires the sufficient Authorised Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share Capital of the Company.

Considering the aforesaid, the Board of Directors at its meeting held on Thursday, February 26, 2026, subject to the approval of the members of the Company, considered, approved and recommended to increase in the Authorised Share Capital of the Company from existing from existing Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lakhs only) divided into 64,00,000 (Sixty-Four Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 6,40,00,000/- (Rupees Six Crore Forty Lakh only) and 1,00,000 (One Lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 10,00,000/- (Rupees Ten Lakh only) to Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 99,00,000 (Ninety-Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 9,90,00,000/- (Rupees Nine Crore Ninety Lakhs only) and 1,00,000 (One Lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each comprising of Rs. 10,00,000/- (Rupees Ten Lakhs only) by creation of additional Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh only) divided into 35,00,000 (Thirty-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company also needs to be altered for increase in the Authorised Share Capital of the Company.

Pursuant to the provisions of Section 13, and 61 of the Companies Act, 2013, any amendment in Memorandum of Association pursuant to alteration of share capital requires the approval of the members of the Company by way of an ordinary resolution.

The Board recommends the resolution for the approval of Members by way of Ordinary Resolution.

Copy of the existing Memorandum of Association with proposed alterations, will be made available for inspection at the registered office of the Company on any working day except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the EGM. The aforesaid documents will also be available for inspection electronically as the same would be uploaded on the website of the Company at www.sancodetech.com

None of its Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in the aforesaid resolution.

In respect of Item No. 2:

Members are hereby informed that, considering the future growth prospects and the expansion of business operations by venturing into new-age technologies such as semiconductors, the Company is exploring design and packaging opportunities in the semiconductor space, either directly or through its existing subsidiary Sancode Semi Private Limited (the “Project SPV”).

In view of the above, the Board of Directors of the Company in its meeting held on Thursday, February 26, 2026, subject to the approval of the members of the Company and other regulatory approvals, considered and approved the proposal for raising funds by way of issuance and allotment of

- a) Up to 23,25,582 Convertible Warrants at an issue price of Rs. 172/- each including a premium of Rs. 162/- each to the promoters & non-promoters on preferential basis.

In accordance with section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”), the approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Information required in respect of the proposed issue of Convertible share Warrants, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. Purpose(s) and Object(s) of the Issue and particulars of the offer

The Company proposes to raise funds by way of preferential issue of Convertible Warrants aggregating up to Rs. 40,00,00,104/- for the purpose of supporting the implementation of its semiconductor OSAT (Outsourced Semiconductor Assembly and Test) project being undertaken through its subsidiary, Sancode Semi Private Limited (“Project SPV”) in District – Khordha in the state of Odisha, for the below mentioned objects:

- i. Infusion of funds into existing subsidiary in the form of equity / unsecured loans, to undertake capital expenditure towards setting up the 1st OSAT Line and in that relation incur expenditure towards purchase of land, purchase of plant, machinery and equipment, purchase of technology, intellectual property and process know-how, incurring pre-operative project implementation expenses including infrastructure development and ancillary expenditure. Any duties, taxes, freight, insurance, and other charges paid in relation to the above. The funds may also be utilized for repayment of any short-term borrowings made by the Company for the above purpose.
- ii. Up to 25% (twenty five percent) of the net proceeds will be utilised for general corporate purposes including expenses for the Preferential Issue.

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table: **(Amount in Rs.)**

SANCODE TECHNOLOGIES LTDCIN: L74900MH2016PLC280315 | Website: www.sancodetech.com

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Email id – info@sancodetech.com | Contact No. – (022)49622853

SN.	Objects	Total estimated amount to be utilized for each object **	Tentative timeline For utilization of issue proceeds
1.	<p>Infusion of funds into Sancode Semi Private Limited (existing subsidiary) (in the form of equity / unsecured loans) for the below mentioned objects.</p> <ul style="list-style-type: none"> - Purchase of Land - Purchase of plant, machinery and equipment - Purchase of technology, intellectual property and process know-how - Pre-operative project implementation expenses including infrastructure development and ancillary expenditure - Repayment of short term borrowings, if any, raised by the Company for the above objects in case the approval for preferential allotment is not received within expected timeline <p>Please note – Specific allocation of funds cannot be made at this stage as actual deployment (post approval from the Odisha State Government) may vary depending on timelines for land allotment, grant approvals, statutory clearances, and vendor negotiations.</p>	30,00,00,104	<p>1 year</p> <p>The company proposes to utilize the respective earmarked amounts by the end 1 year from the receipt of the proceeds and any unutilized portion at the end of 31 March 2027 shall remain earmarked towards the respective heads and any utilization of said amount under the respective heads shall be informed to shareholders and stock exchanges in the disclosures.</p>
2.	General Corporate Purposes*	10,00,00,000	1 year
	Total Net Proceeds	40,00,00,104	

**The amount utilised for general corporate purposes does not exceed 25% of the total issue proceeds. Further, it includes expenses for the Preferential Issue.*

*** Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

Update on OSAT Project and additional disclosures

The OSAT project is proposed to be implemented by the Company through its subsidiary, Sancode Semi Private Limited, which has received in-principle approval from the High-Level Clearance Authority (HLCA), Government of Odisha, for establishment of an OSAT facility in District Khordha, Odisha as reported to the BSE on Feb 03, 2026.

The said approval is subject to compliance with standard conditions, submission of implementation plan, land allotment procedures, statutory clearances, environmental and regulatory approvals, and other applicable governmental requirements. Land allotment and certain project incentives are subject to evaluation and approval by the relevant state authorities.

While project execution is subject to statutory compliances and milestone-based approvals, the Company believes that following the receipt of in-principle approval, the likelihood of cancellation at this stage is remote, subject to compliance with applicable conditions.

The overall capital expenditure for the 1st line of the Semiconductor OSAT is ~ Rs. 435 crores. The break-down of Capital Expenditure proposed to be incurred by Sancode Semi for the 1st line is as follows:

SN.	Nature of Expenditure	Estimated Amount** (Rs. In crores)
1.	Purchase of Land	15.00
2.	Purchase of plant, machinery and equipment	180.00
3.	Purchase of technology, intellectual property and process know-how	110.00
4.	Pre-operative project implementation expenses including infrastructure development and ancillary expenditure	130.00
Total Amount		435.00

**Eligible capital expenditure (up to 50%) will be paid the Odisha State Government as capital subsidy. And the balance will be funded through the funds raised pursuant to this Preferential Issue and borrowings from domestic and overseas market.

The funds shall be infused into Sancode Semi Private Limited as per the object stated above. However, in case the approval for preferential allotment is not received within expected timeline and project demands immediate funding, then the Company may raise short term borrowings to fund the above stated objects and subsequently repay the loan from the proceeds of the preferential issue.

The Company shall continue to make appropriate disclosures under Regulation 30 of the SEBI (LODR) Regulations, 2015, with respect to material developments in the project implementation.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore. **Brief details of the existing subsidiary (where funds will be infused) are set out in the table below.**

Sr. No.	Particulars	Details

1.	Name, CIN, registered office	Name: Sancode Semi Private Limited ('Sancode Semi') CIN: U26109MH2025PTC457700 Corporate Office: 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, Maharashtra, India, 400099 Registered Office: 603 Bldg-313 Anandlok CHS, Ltd, R N Narkar marg, Ghatkopar E, Mumbai, Maharashtra, India, 400077.																		
2.	Shareholding Pattern of Company	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of Shareholder</th> <th>No. of Shares</th> <th>% of shares</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sancode Technologies Limited</td> <td>9999</td> <td>99.99</td> </tr> <tr> <td>2</td> <td>Mihir Deepak Vora</td> <td>1</td> <td>0.01</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td>10000</td> <td>100</td> </tr> </tbody> </table>	Sr. No.	Name of Shareholder	No. of Shares	% of shares	1	Sancode Technologies Limited	9999	99.99	2	Mihir Deepak Vora	1	0.01	Total		10000	100		
Sr. No.	Name of Shareholder	No. of Shares	% of shares																	
1	Sancode Technologies Limited	9999	99.99																	
2	Mihir Deepak Vora	1	0.01																	
Total		10000	100																	
3.	Whether it is a material subsidiary (LODR definition)	Not applicable																		
4.	Nature of business	<p>Sancode Semi is engaged in the business of manufacturing, designing, developing, assembling, importing, exporting, and trading in semiconductors, integrated circuits, microchips, electronic components, and related hardware.</p> <p>It shall also establishes and operates state-of-the-art semiconductor manufacturing facilities, including wafer fabrication, crystal growth, integrated circuit packaging, and testing services etc. for both domestic and international markets.</p>																		
5.	Brief financial summary (last 2–3 years turnover, net worth, profit/loss)	Not applicable, as the Sancode Semi was newly incorporated on 22.09.2025.																		
6.	Purpose of infusion (capex / debt repayment / working capital / acquisition etc.)	With the strategic investment, the Company will infuse the funds in subsidiary Company for manufacturing, designing, developing, assembling, importing, exporting, and trading in semiconductors, integrated circuits, microchips, electronic components, and related hardware.																		
7.	Mode of infusion (equity / CCPS / loan / guarantee / NCD subscription)	Infusion of funds into existing subsidiary in the form of equity / quasi equity / debt instruments / secured and unsecured loans, etc.																		

Further as per disclosure filed under Regulation 30 of SEBI (LODR) Regulations, 2015 with stock exchange dated 03rd February, 2026, the Company, through its subsidiary “Sancode Semi Private Limited”, has received In principal approval by the High-Level Clearance Authority (HLCA), the State Government of Odisha for the establishment of an OSAT (Outsourced Semiconductor Assembly and Test) Unit in District – Khordha in the state of Odisha.

SANCODE TECHNOLOGIES LTD

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2. **Kind of Securities:** Convertible Share Warrants
3. **Maximum number of specified securities to be issued, and the price at which security is being offered**

It is proposed to issue and allot in aggregate:

- a) Up to 23,25,582 Convertible share warrants at an issue price Rs. 172/- each including a premium of Rs. 162/- each to the promoters & non-promoters on preferential basis.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

4. **Date of passing Board Resolution:** Thursday, February 26, 2026.
5. **Amount which the Company intends to raise by way of such issue of securities**

Aggregating up Rs. 40,00,00,104/- (Rupees Forty Crore One Hundred Four only) as per the Item No. 2.

6. **Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel or senior management of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**

None of the Promoters, Directors or Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except below mentioned:

SN.	Name of the proposed allottee	Category/Designation/Relation	Securities proposed to be allotted
1.	Khushboo Jain	Promoter	4,65,000
2.	Aneka LLC	Mr. Amit Vijay Jain Promoter & Director of the Company and Beneficial Owner of Aneka LLC Mrs. Khushboo Jain Promoter of the Company and Beneficial Owner of Aneka LLC	3,70,195

7. **Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

The Equity Shares of Company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Monday, 23rd February, 2026 and are frequently traded in accordance with SEBI ICDR Regulations.

Accordingly, the Price of the Equity Shares pursuant to conversion of Warrants to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with regulation 164 of the SEBI ICDR Regulations.

Regulation 164 of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made and accordingly, the minimum price of the Equity Shares shall be the higher of:

- a) The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- b) The 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

As per the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Shares pursuant to conversion of Warrant can be issued is Rs. 171.96/-.

Further the issue of Equity Shares pursuant to conversion of Warrants may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

Hence the Company has obtained a valuation certificate from Mr. Bhavesh M Rathod, Chartered Accountants, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer') certifying the price of Convertible Share Warrants in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the company and Website link is www.sancodetech.com. The present issue price is fixed at Rs.172/- (Rupees One Hundred Seventy-Two only) per Warrant.

The Company proposes to issue the Convertible Share Warrants at an issue price of Rs. 172/- (Rupees One Hundred Seventy-Two only) per Warrant which is not less than the minimum price computed in accordance with Regulation 164 of the SEBI ICDR Regulations.

8. Pricing of Preferential Issue

The Equity Shares of the Company are listed on the BSE Limited. There is frequent trading of Shares of the Company on BSE Limited in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. Further the issue of Equity Shares pursuant to conversion of Warrants may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

The Company has obtained a valuation certificate from Mr. Bhavesh M Rathod, Chartered Accountants, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer') certifying the price of Convertible Share Warrants in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the company and Website link is www.sancodetech.com. The present issue price is fixed at Rs. Rs.172/- (Rupees One Hundred Seventy-Two only) per warrant.

9. Method of determination of price as per the Articles of Association of the Company

Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Accordingly, each Equity Share pursuant to conversion of Warrants of the face value of Rs. 10/- is issued at a price of Rs.172/- (Rupees One Hundred Seventy-Two only) per warrant as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

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

The Relevant Date as per Regulation 161 of the SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Monday, 23rd February, 2026 i.e. (30 (thirty) days prior to the date of this EGM.

11. The names and Identity of proposed allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

SN.	Name of proposed allottees	Beneficial Ownership	Current Status / Category	Proposed Status / Category	*Pre-Issue Shareholding		No. of Warrants to be allotted	#Post Issue Shareholding	
					No of share	%		No of share	% of the post Capital
1	Khushboo Jain	Khushboo Jain	Promoter	Promoter	11,83,000	29.07	4,65,000	16,48,000	21.96
2	Aneka LLC	Amit Vijay Jain and Khushboo Jain	Non-promoter	Promoter	-	-	3,70,195	3,70,195	4.93
3	Trinity Gate LLC	Sushant Patnaik 2021 Irrevocable Trust – (Beneficiary - Mr. Sushant Patnaik)	Non-promoter	Non-promoter	-	-	14,90,387	14,90,387	19.86

**The pre preferential Issue shareholding pattern as on the December 31, 2025 as available from the Registrar of Share Transfer Agent.*

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into equity shares i.e., 23,25,582 along with the conversion of previously pending convertible warrants into equity shares i.e., 11,11,111 Warrants.

12. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities and as well as price:

The Company has issued and allotted 11,11,111 (Eleven Lakh Eleven Thousand One Hundred and Eleven) convertible warrants at the issue price of 54/- each on preferential basis, convertible into

11,11,111 (Eleven Lakh Eleven Thousand One Hundred and Eleven) Equity Shares (One Equity Share for One Warrant issued) of the Company of the face value of 10/- each vide approval of board of directors in the meeting held on 13th December, 2025 as follows:

SN.	Name of the allottee	Convertible warrants allotted
1.	ZNL Startup Accelerator LLP	4,44,444
2.	North Star Opportunities Fund VCC - Lighthouse Capital Incorporated VCC Sub- Fund	6,66,667

13. Shareholding Pattern before and after the issue:

SN.	Category	*Pre-issue		#Pre Issue considering full conversion of 11,11,111 Convertible Warrants		\$Post Issue considering full conversion of 23,25,582 Convertible Warrants	
		No. of shares held	% of shares held	No. of shares held	% of shares held	No. of shares held	% of shares held
A	Promoters and Promoter Group Holding						
1	Individuals/Hindu undivided Family	1459640	35.87	1459640	28.18	1924640	25.64
	Bodies Corporate	1492881	36.69	1937325	37.40	1937325	25.81
	Sub Total (A) (1)	2952521	72.56	3396965	65.58	3861965	51.45
2	Foreign	0	0.00	0	0.00	-	0.00
	Promoters/ Promoter Group	0	0.00	0	0.00	370195	4.93
	Individuals / HUF	0	0.00	0	0.00	-	0.00
	Bodies Corporate	0	0.00	0	0.00	-	0.00
	Sub Total (A) (2)	0	0.00	0	0.00	-	0.00
	Sub Total (A)	2952521	72.56	3396965	65.58	4232160	56.39
B1	Institutions (Domestic)	0	0.00	0	0.00	-	0.00
	Alternative Investment Fund	0	0.00	0	0.00	-	0.00
	Sub Total B1	0	0.00	0	0.00	-	0.00
B2	Institutions (Foreign)	0	0.00	0	0.00	-	0.00
	Foreign Portfolio Investors Category I	0	0.00	666667	12.87	666667	8.88
	Sub Total B2	0	0.00	666667	12.87	666667	8.88
B3	Central Government/ State Government(s)/ President of India	0	0.00	0	0.00	-	0.00
B4	Non-Institutions	0	0.00	0	0.00	-	0.00

Key Managerial Personnel	0	0.00	0	0.00	-	0.00
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	657607	16.16	657607	12.70	657607	8.76
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	182739	4.49	182739	3.53	182739	2.43
Bodies Corporate	154500	3.80	154500	2.98	1644887	21.92
Non-Resident Indians (NRIs)	12000	0.29	12000	0.23	12000	0.16
Any Other (specify)	42000	1.04	42000	0.81	42000	0.56
Firm/Trust	0	0.00	0	0.00	-	0.00
HUF	67500	1.66	67500	1.30	67,500	0.90
Sub Total B4	1116346	27.44	1116346	21.55	2606733	34.73
B=(B1+B2+B3+B4)	1116346	27.44	1783013	34.42	3273400	43.61
Total (A+B)	4068867	100.00	5179978	100.00	7505560	100.00

**The pre preferential Issue shareholding pattern as on the December 31, 2025 as available from the Registrar of Share Transfer Agent.*

The pre-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into equity shares i.e., 11,11,111.

§ The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into equity shares i.e., 23,25,582.

14. Proposed time frame within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of Convertible Warrants of the Company to the proposed allottees on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

15. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

16. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer: Not applicable.

17. Lock-in period

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and shall be locked in for such further period(s).

18. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend.

19. Certificate of Practicing Company Secretary:

The certificate from, M/S Dilip Swarnkar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.sancodetech.com.

20. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

SN.	Name of proposed allottees	Current & Proposed Status / Category	*Pre-Issue Shareholding		No. of Warrants to be allotted	#Post Issue Shareholding	
			No of share	%		No of share	% of the post Capital
1	Khushboo Jain	Promoter	11,83,000	29.07	4,65,000	16,48,000	21.96
2	Aneka LLC	Current - Non – Promoter, (Proposed – Promoter)	-	-	3,70,195	3,70,195	4.93
3	Trinity Gate LLC	Non-promoter	-	-	14,90,387	14,90,387	19.86

**The pre preferential Issue shareholding pattern as on the December 31, 2025 as available from the Registrar of Share Transfer Agent.*

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into equity shares i.e., 23,25,582 along with the conversion of previously pending warrants into equity shares i.e., 11,11,111.

21. Current and Proposed Status of Allottees:

SN.	Name of proposed allottees	No. of Convertible warrant proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	Khushboo Jain	4,65,000	Promoter	Promoter
2.	Aneka LLC	3,70,195	Non-Promoter	Promoter
3.	Trinity Gate LLC	14,90,387	Non-Promoter	Non-Promoter

22. Other Disclosures/ Undertakings

- a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations.
- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date.
- h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- j) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.

- k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- m) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- n) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment of Convertible Warrants to the promoter and non-promoter on a preferential basis, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors recommend passing of Special Resolutions as set out in Item No. 2 of the accompanying notice relating to the issue and allotment of Equity Shares pursuant to conversion of Warrant on a preferential basis.

Except Mr. Amit Vijay Jain and their relatives, None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

In respect of Item No. 3:

Pursuant to Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if specific limit crossed during the specified financial year.

In view of the aforesaid, as per recommendation of Audit Committee, the Board of Directors of the Company at its meeting held on Thursday, February 26, 2026 has considered and approved the proposed Related Party Transaction i.e., for investment by way of infusion of funds through Equity shares, debt or through other financial instruments, providing Short-term or Long-term Inter Corporate Loans or advances or other transactions for business purpose requirements up to the maximum amount of Rs. 200 crore (Rupees Two Hundred Crores only) for the financial year 2026-2027 on such terms and condition as may be mutually agreed between the company and the related parties.

M/s Sancode Semi Private Limited ('Sancode Semi') is engaged in the business of manufacturing, designing, developing, assembling, importing, exporting, and trading in semiconductors, integrated circuits, microchips, electronic components, and related hardware etc.

Further Sancode Semi is a Subsidiary Company of the Company under the provisions of section 2(87) the Companies Act, 2013 ('Act') and therefore, falls under the ambit of related party under

section 2(76) the Act, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s. Sancode Semi Private Limited are as follows:

Sr. No.	Particulars	Details
1.	Name of the related party and nature of relationship;	Sancode Semi Private Limited ('Sancode Semi'), a Subsidiary Company of the Company.
2.	Nature, duration of the contract and particulars of the contract or arrangement;	Transaction by investment or infusion of funds through Equity shares, debt or through other financial instruments, providing Short-term or Long-term Inter Corporate Loans or advances or other transactions for business purpose requirements up to the maximum amount of Rs. 200 crore (Rupees Two Hundred Crores only) for the financial year 2026-2027 on such terms and condition as may be mutually agreed between the company and the related parties.
3.	Material terms of the contract or arrangement including the value, if any;	All the terms and condition that are generally prevalent in the industry segments that the Company operates in. and the transaction value will be on arm's length basis.
4.	Any advance paid or received for the contract or arrangement, if any;	No
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Transactions with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
7.	Any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

The information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	Sancode Semi Private Limited.
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Sancode Semi Private Limited ('Sancode Semi'), a Subsidiary Company of the Company.
3	Type and particulars of proposed transactions	Transaction by investment or infusion of funds through Equity shares, debt or through other financial instruments, providing Short-term or Long-term Inter Corporate Loans or advances or other transactions for business purpose requirements up to the maximum amount of Rs. 200 crore (Rupees Two Hundred Crore only) for the financial year 2026-2027 on such terms and condition as may be mutually agreed between the company and the related parties.
4	Material terms of the proposed transactions	
5	Tenure of the proposed transactions	1 years
6	Value of the proposed transactions during FY 2026-27	Maximum amount of Rs. 200 crore (Rupees Two Hundred Crores only) for the financial year 2026-2027 on such terms and condition as may be mutually agreed between the company and the related parties.
7	Total transactions for past three years (Rs. In Lakhs)	Not applicable, as the Company was newly incorporated on 22.09.2025.
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not Applicable since the Company was newly incorporated on 22.09.2025.
9	Justification of the proposed transactions	Transactions in arms-length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in	Transactions in arms-length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.

	relation to the proposed transaction will be made available through the registered email address of the shareholders	
11	Name of the Director or KMP who is related, if any, and the nature of their relationship	Mr. Amit Vijay Jain and Mr. Mihir Deepak Vora are common directors in both the Company.
12	Any other relevant information	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

Any other information relevant or important for the members to take a decision on the proposed resolution;

All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the Members for approval.

Except Mr. Amit Vijay Jain, Mr. Mihir Deepak Vora and their relatives, None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

In respect of Item No. 4:

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 body 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 approval of Members by special resolution passed at the general meeting.

The Board of Directors at its meeting held on Thursday, February 26, 2026, subject to the approval of the members of the Company, considered, approved and recommended the increasing in limit upto Rs. 450 crores (Rupees Four Hundred Fifty Crores only) which is in excess of the limits as specified in section 186 of the Companies Act, 2013.

The Board recommends the Resolution 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 resolution at Item no. 4 of the accompanying notice.

In respect of Item No. 5:

The Company in the normal course of business grants loan, give guarantee and/or provide security to its group companies and related entities.

As per Section 185 of the Companies Act, 2013, A Company may advance any loan including any loan represented by book-debts or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that –

- (a) a Special Resolution is passed by the Company in General Meeting and;
- (b) the loans are utilized by the Borrowing Company for its principal business activities.

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(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) of the Act, 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 any company(ies) which are group companies, associate companies, related Entities, Partnership firms, subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 01 of this Notice to meet the business requirements.

The Board of Directors at its meeting held on Thursday, February 26, 2026, subject to the approval of the members of the Company, considered, approved and recommended the increasing in limit upto 450 crores (Rupees Four Hundred Fifty Crores only) which is in excess of the limits as specified in section 185 of the Companies Act, 2013.

The Board recommends the Resolution 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 resolution at Item no. 4 of the accompanying notice.

**By order of the Board of Directors of
Sancode Technologies Limited
Sd/-
Mihir Deepak Vora
Managing Director**



DIN: 08602271

Registered Office:

403, Shreya House,
Parera Hill Road, Chakala, Andheri (East),
Airport, Mumbai, Maharashtra, India, 400099

Website: www.sancode.tech

Email: info@sancode.tech

Contact: 022 49622853

Place: Maharashtra

Date: March 02, 2026

SANCODE TECHNOLOGIES LTD

CIN: L74900MH2016PLC280315 | Website: www.sancode.tech

Reg. Office – 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, MH, India, 400099

Email id – info@sancode.tech | Contact No. – (022)49622853



ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the Registered Office of the Company situated at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, Maharashtra, India, 400099, on Wednesday, March 25, 2026 at 03:00 P.M.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the Shareholder/Proxy

(in block letters)

Signature of Shareholder/Proxy

Note: Only Member/Proxy holder can attend the meeting.

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s):
_____**Registered address:**
_____**E-mail Id:**
_____**Folio No./Client ID No.**
_____**DP ID No.**

I/We, being the holder(s) of _____ Equity Shares of Company, appoint:

1. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
2. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
3. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, March 25, 2026 at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. To Increasing in Authorised Share Capital of Company.
2. To consider and approve issuance of 23,25,582 convertible warrants on a preferential basis for consideration in cash.
3. To approval for material related party transaction(s) with Sancode Semi Private Limited.
4. To authorisation to the board of directors for granting loans/ guarantees, providing of securities and making investments under section 186 of the Companies Act, 2013.
5. To obtain approval to advance any loan/give guarantee/provide security under section 185 of the companies act, 2013.

Signed this _____ day of 2026

Signature of Shareholder_____
Signature of Proxy holder(s)**Note:**

- a) This Form of the proxy in order to be effective should be duly completed and deposited at the

SANCODE TECHNOLOGIES LTDCIN: L74900MH2016PLC280315 | Website: www.sancode.tech**Reg. Office** – 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, MH, India, 400099Email id – info@sancode.tech | Contact No. – (022)49622853

Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

- b) A proxy need not be a member of the Company.
- c) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- d) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- e) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- f) This is optional please put a tick mark (√) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns “For”, “Against”. In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.
- g) An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
- h) An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- i) The Proxy-holder should prove his identity at the time of attending the meeting.
- j) An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
- k) A proxy form which does not state the name of the Proxy should not be considered valid.
- l) If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
- m) If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
- n) If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
- o) A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- p) A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
- q) Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.

- r) Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Wednesday, March 25, 2026 at 03:00 P.M. by recording my/our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	<p>TO INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:</p> <p><i>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:</i></p>			
2.	<p>TO CONSIDER AND APPROVE ISSUANCE OF UPTO 23,25,582 CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PROMOTERS AND NON-PROMOTER FOR CONSIDERATION IN CASH:</p> <p><i>To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:</i></p>			
3.	<p>TO APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH SANCODE SEMI PRIVATE LIMITED:</p> <p><i>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:</i></p>			
4.	<p>TO AUTHORISATION TO THE BOARD OF DIRECTORS FOR GRANTING LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND</p>			

SANCODE TECHNOLOGIES LTD

CIN: L74900MH2016PLC280315 | Website: www.sancodetech.com

Reg. Office – 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, MH, India, 400099

Email id – info@sancodetech.com | Contact No. – (022)49622853

	MAKING INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013: <i>To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:</i>			
5.	TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013: <i>To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:</i>			

Signature: Shareholder/Authorized Representative

Place:

Date:

Note: Please read the instructions given below carefully before exercising your vote.

INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.sancodetech.com within two working days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.

ROUTE MAP

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF COMPANY

VENUE – 403, SHREYA HOUSE, PARERA HILL ROAD, CHAKALA, ANDHERI (EAST), MUMBAI, MAHARASHTRA, INDIA, 400099

DATE - WEDNESDAY, MARCH 25, 2026

TIME - 03:00 P.M.

