IKOMA TECHNOLOGIES LIMITED

(Formerly known as Vuenow Infratech Limited)
CIN: L62099MH1993PLC074167
Reg. Office: Z1-3092, Akshar Business Park, Sector 25, Vashi,
Navi Mumbai, Sanpada, Thane, Maharashtra-400703
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NOTICE OF THE 01ST BOARD MEETING

To, **Date:** April 07, 2026
The Board of Directors
Ikoma Technologies Limited
(Formerly known as Vuenow Infratech Limited)

Sub.: Notice of 01st (01/2026-27) Board Meeting to be held on Tuesday, April 07, 2026

Dear Sir/Mam,

Notice (Shorter Notice Period) is hereby given that 01st Meeting of FY 2026-27 of the Board of Directors of the Company will be held on Tuesday, April 07, 2026 through Video Conferencing at 03:30 P.M., to transact the business as mentioned in the agenda.

The agenda for the meeting along with notes to agenda are attached herewith.

The Company shall make necessary arrangements for providing Video Conferencing facility to facilitate the Directors to participate in the Meeting. The required information and link to participate in the meeting shall be circulated in due course.

You are requested to make it convenient to participate in the meeting through video conferencing and physical presence of the Directors is not required.

Thanking you.

For and on behalf of Board of
Ikoma Technologies Limited
(Formerly known as Vuenow Infratech Limited)

Sd/-
Rahul Anandrao Bhargav
Managing Director
DIN: 08548577

Agenda for 01st meeting of Board of Directors of Ikoma Technologies Limited
***(Formerly known as Vuenow Infratech Limited)* for F.Y. 2026-27**

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Sr. No.	Particulars	Annexures
1.	To appoint and welcome Chairperson, convening of the Meeting and confirmation of Quorum and to grant authority to electronically record the proceedings of the meeting held through Video Conferencing.	
2.	To note the reduced strength of the Board below quorum.	
3.	To approve the appointment of Mr. Nitesh Jain (DIN: 10630217) as Additional Non-Executive Director of the Company.	
4.	To approve the appointment of Mr. Paras Chand Jain (DIN: 10292545) as Additional Executive Director in the category of Whole Time Director of the Company.	
5.	To approve the appointment of Ms. Preeti (DIN: 10538512) as Additional Non-Executive Director of the Company.	
6.	To approve the appointment of Mr. Bhavesh Bhairaram Lohar (DIN: 10238291) as Additional Non-Executive Independent Director of the Company.	
7.	To approve the appointment of Mr. Amit Balgotra (DIN: 11648446) as Additional Non-Executive Independent Director of the Company.	
8.	To approve the appointment of Mr. Jatin (DIN: 11648564) as Additional Non-Executive Independent Director of the Company.	
9.	To approve the appointment of Mr. Anil Kumar Kothari (DIN: 11650504) as Additional Non-Executive Independent Director of the Company.	
10.	To approve the re-constitution of Committees	
11.	Confirmation of Minutes of previous Board Meeting and Audit Committee Meeting.	***Annexure-A***
12.	To take note of Disclosure of Interest from Directors under Section 184(1) of companies Act, 2013.	

Sr. No.	Particulars	Annexures
13.	To take note of declaration received from the Directors of the Company under Section 164(1)/(2) of the Companies Act, 2013.	
14.	i. To consider and note Action Taken Report ii. To take on record Integrated Report filed for the quarter ended December 31st, 2025, with stock exchange.	***Annexure-B*** ***Annexure-C***
15.	To consider and approve Unaudited Financial Statements (Standalone) for the Quarter ended 31st December, 2025 and Limited Review Report issued by the Statutory Auditors, M/s. NYS & Co. as per Regulation 33 of SEBI (LODR) 2015 and recommendations of Audit Committee; To take note of the compliance certificate issued and signed by the Managing Director & Chief Financial Officer of the Company for the Quarter ended 31st December, 2025 in terms of Regulation 33 of SEBI (LODR) Regulations, 2015.	
16.	To approve shifting of Registered Office of the Company within the local limits of same state, city and District.	
17.	To approve and consider the designation of Corporate Office of the Company.	
18.	To consider and approve the related Party Transactions for the Financial Year 2026-2027	
19.	To approve the appointment of Mr. Kapil Vinod Garg as Company Secretary & Compliance Officer of the Company.	
20.	To take note of the resignation of Mr. Rahul Anandrao Bhargav from the position of Chief Financial Officer of the Company.	
21.	To approve the appointment of Mr. Sanyog Kumar Rathi (PAN: Sanyog Kumar Rathi) as Chief Financial Officer of the Company.	
22.	To discuss about the prospects of raising of funds by way of issuance of equity shares or any other eligible securities ("Securities") through permissible modes, including but not limited to a private placement, right issue, a qualified institutions placement, preferential issue, or any other method or combination of methods as may be permitted under applicable laws, subject to such regulatory/statutory approvals as may be required and the approval of shareholders of the Company.	

Sr. No.	Particulars	Annexures
23.	To consider and approve takeover of ICM Insurance Brokers Private Limited.	
24.	To give authorization for filing application with BSE Limited for waiver of fines/penalties.	
25.	To take note of the resignation of Mr. Arvind Rangnarain Tiwari (DIN: 02019838) from the position of Non-Executive Independent Director of the Company;	
26.	To take note of the resignation of Ms. Archana Chirawawala (DIN: 09721625) from the position of Non-Executive Independent Director of the Company;	
27.	To take note of the resignation of Mr. Sanjeev Seth (DIN: 10974972) from the position of Non-Executive Independent Director of the Company;	
28.	To take note of the resignation of Mr. Chahan Vinod Vora (DIN: 10275707) from the position of Non-Executive Independent Director of the Company	
29.	To take note of the resignation of Ms. Deepti Sharma (DIN: 10042713) from the position of Non-Executive Independent Director of the Company	
30.	To take note of the penalties levied by the Bombay Stock Exchange ("BSE");	***Annexure-D***
31.	To give authorization for filing forms With Ministry and other relevant authorities	
32.	Any other item with the permission of Chairperson and majority directors present.	

NOTES TO AGENDA ITEMS

ITEM NO. 1

CHAIRPERSON AND CONFIRMATION OF QUORUM:

a. **Chairperson:**
To elect the Chairperson of the Meeting. Since the Company does not have a regular chairperson, Mr. Rahul Anandrao Bhargav will act as a chairperson for the meeting.

b. **Presence of quorum:**
The Chairperson is requested to ascertain the presence of requisite quorum and declare the Meeting as open.

c. **Roll Call:**

The roll call of the Directors & other invitees to be taken upon confirmation of quorum. The Directors & other invitees shall take their name for roll call and mention the place from where they are attending the meeting from.

ITEM NO. 2

TO NOTE THE REDUCED STRENGTH OF THE BOARD BELOW QUORUM:

The Chairperson to inform that pursuant to the resignation of all the Directors of the Company, the number of directors has fallen below the quorum as required under Section 174 of the Companies Act, 2013. The Board to take note of that.

ITEM NO. 3

TO APPROVE THE APPOINTMENT OF MR. NITESH JAIN (DIN: 10630217) AS ADDITIONAL NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Chairperson informed the Board that, in view of the resignation of the existing Director(s) and the resultant reduction in the strength of the Board below the quorum as prescribed under the Companies Act, 2013, it is proposed to appoint Mr. Nitesh Jain (DIN: 10630217) as an **Additional Non-Executive Director** of the Company, in order to restore the minimum required strength of the Board.

The written consent to act as an Additional Director (Consent letter in form DIR-2) and confirmation from him that he is not disqualified to act as a director and that he fulfills the conditions for his appointment as an Additional Non- Executive Director as specified in the Act and as per the SEBI (LODR) Regulations, 2015 will be tabled before the Board in the meeting only.

The Board is requested to consider and, if thought fit, approve the appointment of Mr. Nitesh Jain as an Additional Non-Executive Director of the Company with effect from 07th April, 2026 subject to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

The following resolution is proposed to be passed in this regard:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations of SEBI LODR, Mr. Nitesh Jain (DIN: 10630217), who has consented to act as a Director of the Company and has confirmed that he is not disqualified to act as a Director in terms of the provisions of the Companies Act, 2013, be and is hereby appointed as an Additional Non-Executive Director of the Company liable to retire by rotation with effect from 07th April, 2026 subject to the approval of the members at the ensuing annual general meeting on such terms and conditions mutually agreed."

"RESOLVED FURTHER THAT Mr. Rahul Anandrao Bhargav, Managing Director of the Company, the Company be and is hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of necessary E-form (s) with the Registrar of Companies, Stock Exchange as per SEBI Regulations, and any other applicable regulation applicable accordingly."

ITEM NO. 4

TO APPROVE THE APPOINTMENT OF MR. PARAS CHAND JAIN (DIN: 10292545) AS ADDITIONAL EXECUTIVE DIRECTOR IN THE CATEGORY OF WHOLE TIME DIRECTOR OF THE COMPANY

The Chairperson informed the Board that, it is proposed to appoint Mr. Paras Chand Jain (DIN: 10292545) as Additional Executive Director in the category of Whole Time Director of the Company.

The written consent to act as an Additional Director (Consent letter in form DIR-2) and confirmation from him that he is not disqualified to act as a director and that he fulfills the conditions for his appointment as an Additional Executive Director as specified in the Act and as per the SEBI (LODR) Regulations, 2015 will be tabled before the Board in the meeting only.

The Board is requested to consider and, if thought fit, approve the appointment of Mr. Paras Chand Jain (DIN: 10292545) as Additional Executive Director in the category of Whole Time Director of the Company with effect from 07th April, 2026.

The following resolution is proposed to be passed in this regard:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 203, 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations of SEBI LODR, Mr. Paras Chand Jain (DIN: 10292545), who has consented to act as a Director of the Company and has confirmed that he is not disqualified to act as a Director in terms of the provisions of the Companies Act, 2013, be and is hereby appointed as an Additional Executive Director in the category of Whole Time Director of the Company with effect from 07th April, 2026, liable to retire by rotation subject to the approval of the members at the ensuing annual general meeting on such terms and conditions mutually agreed for a period of five years on such terms and conditions mutually agreed.

"RESOLVED FURTHER THAT Mr. Rahul Anandrao Bhargav, Managing Director of the Company, the Company be and is hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of necessary E-form (s) with the Registrar of Companies, Stock Exchange as per SEBI Regulations, and any other applicable regulation applicable accordingly."

ITEM NO. 5

TO APPROVE THE APPOINTMENT OF MS. PREETI (DIN: 10538512) AS ADDITIONAL NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Chairperson informed the Board that, it is proposed to appoint Ms. Preeti (DIN: 10538512) as Additional Non-Executive Director of the Company and the written consent to act as an Additional Director (Consent letter in form DIR-2) and confirmation from her that she is not disqualified to act as a director and that she fulfills the conditions for her appointment as an Additional Non-Executive Director as specified in the Act and as per the SEBI (LODR) Regulations, 2015 will be tabled before the Board in the meeting only.

The Board is requested to consider and, if thought fit, approve the appointment of Ms. Preeti as an Additional Non-Executive Director of the Company with effect from 07th April, 2026 subject to the provisions of Section 161 of the Companies Act, 2013.

The following resolution is proposed to be passed in this regard:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations of SEBI LODR, Ms. Preeti (DIN: 10538512), who has consented to act as a Director of the Company and has confirmed that she is not disqualified to act as a Director in terms of the provisions of the Companies Act, 2013, be and is hereby appointed as an Additional Non-Executive Director of the Company, liable to retire by rotation with effect from 07th April, 2026 subject to the approval of the members at the ensuing annual general meeting on such terms and conditions mutually agreed.

RESOLVED FURTHER THAT Mr. Rahul Anandrao Bhargav, Managing Director of the Company, the Company be and is hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of necessary E-form (s) with the Registrar of Companies, Stock Exchange as per SEBI Regulations, and any other applicable regulation applicable accordingly."

ITEM NO. 6

TO APPROVE THE APPOINTMENT OF MR. BHAVESH BHAIRARAM LOHAR (DIN: 10238291) AS ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors will be informed that pursuant to the applicable provisions of Companies Act 2013 and SEBI (LODR) Regulations 2015, it is proposed to appoint Mr. Bhavesh Bhairaram Lohar (DIN: 10238291), as an Additional Non-Executive Independent Director on the Board of the Company.

The written consent to act as an Additional Director (Consent letter in form DIR-2) and confirmation from him that he is not disqualified to act as a director and that he fulfills the conditions for his appointment as an Additional Non- Executive Independent Director as specified in the Act and as per the SEBI (LODR) Regulations, 2015 will be tabled before the Board in the meeting only.

The Board of Directors are hereby requested to take note of the same and pass the proposed resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations of SEBI LODR, the Consent of the Board be and is hereby accorded to the proposed appointment of Mr. Bhavesh Bhairaram Lohar (DIN: 10238291), as Additional Non-Executive Independent Director of the Company, not liable to retire by rotation w.e.f. April 07, 2026 to hold office for one Financial Year subject to the approval of the members at the ensuing annual general meeting on such terms and conditions mutually agreed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of necessary E-form (s) with the Registrar of Companies, Stock Exchange as per SEBI Regulations, and any other applicable regulation applicable accordingly.

ITEM NO. 7

TO APPROVE THE APPOINTMENT OF MR. AMIT BALGOTRA (DIN: 11648446) AS ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors will be informed that pursuant to the applicable provisions of Companies Act 2013 and SEBI (LODR) Regulations 2015, it is proposed to appoint Mr. Amit Balgotra (DIN: 11648446) as an Additional Non-Executive Independent Director on the Board of the Company.

The written consent to act as an Additional Director (Consent letter in form DIR-2) and confirmation from him that he is not disqualified to act as a director and that he fulfills the conditions for his appointment as an Additional Non- Executive Independent Director as specified in the Act and as per the SEBI (LODR) Regulations, 2015 will be tabled before the Board in the meeting only.

The Board of Directors are hereby requested to take note of the same and pass the proposed resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations of SEBI LODR, the Consent of the Board be and is hereby accorded to the proposed appointment of Mr. Amit Balgotra (DIN: 11648446) as Additional Non- Executive Independent Director of the Company, not liable to retire by rotation w.e.f. April 07, 2026 to hold office for one Financial Year subject to the approval of the members at the ensuing annual general meeting on such terms and conditions mutually agreed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of necessary E-form (s) with the Registrar of Companies, Stock Exchange as per SEBI Regulations, and any other applicable regulation applicable accordingly.

ITEM NO. 8

TO APPROVE THE APPOINTMENT OF MR. JATIN (DIN: 11648564) AS ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors will be informed that pursuant to the applicable provisions of Companies Act 2013 and SEBI (LODR) Regulations 2015, it is proposed to appoint Mr. Jatin (DIN: 11648564), as an Additional Non-Executive Independent Director on the Board of the Company.

The written consent to act as an Additional Director (Consent letter in form DIR-2) and confirmation from him that he is not disqualified to act as a director and that he fulfills the conditions for his appointment as an Additional Non- Executive Independent Director as specified in the Act and as per the SEBI (LODR) Regulations, 2015 will be tabled before the Board in the meeting only.

The Board of Directors are hereby requested to take note of the same and pass the proposed resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations of SEBI LODR, the Consent of the Board be and is hereby accorded to the proposed appointment of Mr. Jatin (DIN: 11648564) as Additional Non- Executive Independent Director of the Company, not liable to retire by rotation w.e.f. April 07, 2026 to hold office for one Financial Year subject to the approval of the members at the ensuing annual general meeting on such terms and conditions mutually agreed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of necessary E-form (s) with the Registrar of Companies, Stock Exchange as per SEBI Regulations, and any other applicable regulation applicable accordingly.

ITEM NO. 9

TO APPROVE THE APPOINTMENT OF MR. ANIL KUMAR KOTHARI (DIN: 11650504) AS ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors will be informed that pursuant to the applicable provisions of Companies Act 2013 and SEBI (LODR) Regulations 2015, it is proposed to appoint Mr. Anil Kumar Kothari (DIN: 11650504), as an Additional Non-Executive Independent Director on the Board of the Company.

The written consent to act as an Additional Director (Consent letter in form DIR-2) and confirmation from him that he is not disqualified to act as a director and that he fulfills the conditions for his appointment as an Additional Non- Executive Independent Director as specified in the Act and as per the SEBI (LODR) Regulations, 2015 will be tabled before the Board in the meeting only.

The Board of Directors are hereby requested to take note of the same and pass the proposed resolution with or without modification(s):

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations of SEBI LODR, the Consent of the Board be and is hereby accorded to the proposed appointment of Mr. Anil Kumar Kothari (DIN: 11650504) as Additional Non- Executive Independent Director of the Company, not liable to retire by rotation w.e.f. April 07, 2026 to hold office for one Financial Year subject to the approval of the members at the ensuing annual general meeting on such terms and conditions mutually agreed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing of necessary E-form (s) with the Registrar of Companies, Stock Exchange as per SEBI Regulations, and any other applicable regulation applicable accordingly.

ITEM NO. 10

TO APPROVE THE RE-CONSTITUTION OF COMMITTEES

The Chairperson to the Board that, due to the resignation of the existing Directors and the appointment of new Directors, it is necessary to reconstitute the Committees of the Board in order to ensure compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, it is proposed to induct the new Directors into the respective Committees of the Board.

The Board will be requested to consider and approve the reconstitution of the Committees, including the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, as may be applicable.

The Composition of the Committees will be as per the below mentioned resolution and accordingly the following resolution is proposed to be passed:

"RESOLVED FURTHER THAT pursuant to the Section 177, 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable provisions, consent of the Board be and is hereby accorded to re-constitute the committees of the Board as under with immediate effect:

(i) Audit Committee:

1. Mr. Amit Balgotra
2. Mr. Jatin
3. Mr. Rahul Anandrao Bharga-Member

(ii) Nomination and Remuneration Committee:

1. Mr. Bhavesh Bhairaram Lohar– Chairperson
2. Mr. Jatin
3. Mr. Nitesh Jain

(iii) Stakeholders Relationship Committee:

1. Ms. Preeti– Chairperson
2. Mr. Bhavesh Bhairaram Lohar – Member
3. Rahul Anandrao Bhargav – Member

RESOLVED FURTHER THAT the any Director of the Company be and is hereby authorized to give effect to this resolution, including making necessary filings with the Registrar of Companies and intimating the stock exchanges, as applicable."

ITEM NO. 11

CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING AND AUDIT COMMITTEE MEETING:

1. The draft minutes of the last meeting of Board of Directors held on 14.11.2025 will be placed before the Board members for their approval.

2. The draft minutes of the last meeting Members of Audit Committee held on 14.11.2025 will be placed before the Board members for their approval.

The consolidated minutes are enclosed as ***Annexure-A*** for approval.

ITEM NO. 12

TO TAKE NOTE OF DISCLOSURE OF INTEREST FROM DIRECTORS UNDER SECTION 184(1) OF COMPANIES ACT, 2013

The Chairperson shall inform the Board that the Company has received disclosure of interest from all the Directors of the company of his concern and interest in any Company or Companies or Bodies Corporate, firms, or other Association of Individuals in Form MBP-1 as per Section 184 (1) of the Companies Act 2013, read with rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The draft resolution to be passed at the meeting is mentioned below:

"**RESOLVED THAT** pursuant to the provisions of Section 184 (1) of the Companies Act 2013, read with rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, notices in Form MBP-1 regarding disclosure of Director's interest or concern in the Companies (including shareholding), Bodies Corporate, Firms or other Association of Individuals as received from all the Directors of the Company be and are hereby taken on record."

ITEM NO. 13

TO TAKE NOTE OF DECLARATION RECEIVED FROM DIRECTORS OF THE COMPANY UNDER SECTION 164(1)/(2) OF COMPANIES ACT, 2013

The Chairman shall inform the Board that the Company has received the declarations in Form DIR-8 as per Section 164(1)/(2) of the Companies Act 2013, from all the Directors of the Company.

The draft resolution to be passed at the meeting is mentioned below:

"**RESOLVED THAT** the declarations in Form DIR-8 under Section 164(1)/(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) thereof, as submitted by all the Directors of the Company be and are hereby noted and taken on record".

ITEM NO. 14

i. **To Consider and take note of Action Taken Report**

The Board members are hereby requested to take note of the Action Taken Report annexed with notes to agenda as ***Annexure-B***

ii. **To take on record Integrated Report filed for the Quarter ended December 31st, 2025 with Stock Exchange**

The Board members are hereby requested to take on record the Integrated Governance Report filed with BSE, annexed herewith as ***Annexure-C.***

ITEM NO. 15

TO CONSIDER AND APPROVE UNAUDITED FINANCIAL STATEMENTS (STANDALONE) FOR THE QUARTER ENDED DECEMER 31ST, 2025 AND LIMITED REVIEW REPORT ISSUED BY THE STATUTORY AUDITORS, M/S. NYS & CO. AS PER REGULATION 33 OF SEBI (LODR) 2015:

The Board will be requested to note that pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, every listed Company shall file on the recognized Stock Exchange Un-Audited Standalone Financial results within 45 days from the end of half year along with Limited Review Report thereon.

The Board is to informed that the Financial Results (Standalone) along with Limited Review Report issued by Statutory Auditors, M/s. NYS & Co. as per Regulation 33 of SEBI (LODR), Regulations 2015 for the quarter ended December 31st, 2025, shall be placed before the Board for its consideration and approval.

The Audit Committee, at a Meeting to be held earlier in the day, would also consider and recommend the same to the Board.

Further the Board is hereby informed that pursuant to regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Managing Director and Chief Financial Officer (CFO) of the Company shall certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

Thus, Board is requested to consider and approve the Un-Audited Standalone Financial Results of the Company as placed before the Board for the quarter ended December 31st, 2025 as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Board Members are requested to pass following Board resolution with or without modification(s):

"**RESOLVED THAT** the Un-Audited Financial Results (Standalone) together with its Limited Review Report of the Company for the for the quarter ended December 31st, 2025 be and are hereby considered and approved and the same be submitted to the Stock Exchange in compliance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

RESOLVED FURTHER THAT Un-Audited Financial Results (Standalone) shall be signed and authenticated by Mr. Rahul Anandrao Bhargav, Managing Director, or any Director of the Company who is duly authorized by the board of directors to sign the financial results on behalf of Board of Directors of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or the Key Managerial Personnel of the Company be and are hereby authorized to sign such forms/returns, and various documents as may be required and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution including giving of necessary disclosures to Stock Exchange."

ITEM NO. 16

TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY WITHIN THE LOCAL LIMITS OF SAME STATE, CITY, TOWN OR DISTRICT

The Chairperson to inform the Board that it is proposed to shift the Registered Office of the Company to a new location for better operational efficiency, improved accessibility, and alignment with current and future business needs.

The details with the proposed shifting will be placed before the Board.

The draft resolution proposed to be passed is mentioned below:

"RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other relevant provisions, if any, the consent of the Board of Directors of the Company be and is hereby accorded to shift the Registered office of the Company from ***Z1 - 3092, Akshar Business Park, Sector 25, Vashi, Navi Mumbai, Maharashtra 400703"*** to ***"______________________________"*** with immediate effect and that the Directors of the Company be instructed to notify that the said change in the situation of registered office to the Registrar of Companies.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file e-form INC-22 or any other relevant forms with the Registrar of Companies & Stock Exchange and to take suitable action for the implementation of the above said decision of the Board."

ITEM NO. 17

TO CONSIDER AND APPROVE THE DESIGNATION OF CORPORATE OFFICE OF THE COMPANY

The Chairperson to inform the Board that, for administrative convenience and efficient management of the Company's operations, it is proposed to designate **New No. 34 Old No. 77 Division "B" III Floor Maddox Street, Choolai, Chennai- 600112** as the **Corporate Office** of the Company.

The Board is requested to consider and, if thought fit, approve the designation of the aforesaid premises as the Corporate Office of the Company with effect from 07th April, 2026 and it is proposed to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, consent of the Board of Directors of the Company be and is hereby accorded to designated the premises situated at **New No. 34 Old No. 77 Division "B" III Floor Maddox Street, Choolai, Chennai- 600112** as the **Corporate Office** of the Company with effect from 07th April, 2026, for the purpose of carrying out administrative and operational activities of the Company."

"**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution, including updating the address with statutory authorities and making necessary disclosures to the Stock Exchange(s), if applicable."

ITEM NO. 18

TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026-2027

The Chairperson to inform the Board that, pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the Audit Committee and the Board of Directors for the Related Party Transactions proposed to be entered into during the Financial Year 2026–2027.

The Board shall be further informed that the Audit Committee, at its meeting held earlier has reviewed and recommended the Related Party Transactions for approval of the Board.

The details of the proposed transactions, including the name of the related parties, nature of relationship, nature, material terms, tenure and estimated value of the transactions, will be placed before the Board for its consideration.

The Board will be requested to consider and, if thought fit, approve the Related Party Transactions for the Financial Year 2026–2027, subject to approval of the shareholders, wherever applicable.

The draft resolution proposed to be passed is mentioned below:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Board of Directors of the Company be and is hereby accorded to enter into contracts/arrangements/transactions with related parties for the Financial Year 2026–2027, as placed before the meeting and initialed by the Chairperson for the purpose of identification."

"**RESOLVED FURTHER THAT** the Board hereby takes note that the Audit Committee, at its meeting earlier today has reviewed and recommended the aforesaid Related Party Transactions for approval of the Board."

"**RESOLVED FURTHER THAT** the said transactions shall be entered into in the ordinary course of business and on an arm's length basis, wherever applicable, and within the limits as approved by the Board and/or shareholders of the Company."

"**RESOLVED FURTHER THAT** in respect of material related party transactions or transactions not in the ordinary course of business or not at arm's length, approval of the shareholders of the Company shall be obtained, as applicable."

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution, including making necessary filings and disclosures with the Stock Exchange(s) and other regulatory authorities, as may be required."

ITEM NO. 19

TO APPROVE THE APPOINTMENT OF MR. KAPIL VINOD GARG AS COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY

The Chairperson informed the Board that, pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Kapil Vinod Garg as the Company Secretary and Compliance Officer of the Company.

The Board was further informed that Mr. Kapil Vinod Garg possesses the requisite qualifications and experience for the said position.

The Board is requested to consider and, if thought fit, approve the appointment of Mr. Kapil Vinod Garg as Company Secretary and Compliance Officer of the Company with effect from 07th April, 2026 on such terms and conditions as may be decided by the Board.

It is proposed to pass the following resolution in this regard:

"RESOLVED THAT pursuant to the provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 and Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Kapil Vinod Garg be and is hereby appointed as the **Company Secretary and Compliance Officer** of the Company with effect from 07th April, 2026 on such terms and conditions, including remuneration, as may be approved by the Board."

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution, including filing necessary forms with the Registrar of Companies and making requisite intimations to the Stock Exchange(s)."

ITEM NO. 20

TO TAKE NOTE OF THE RESIGNATION OF MR. RAHUL ANANDRAO BHARGAV FROM THE POSITION OF CHIEF FINANCIAL OFFICER OF THE COMPANY

The Chairperson informed the Board that the Company has received a resignation letter from Mr. Rahul Anandrao Bhargav, tendering his resignation from the position of **Chief Financial Officer (CFO)** of the Company with effect from **07th April, 2026.**

The resignation letter, along with the reason for resignation, if any, was placed before the Board for its consideration.

The Board is requested to take note of the resignation and place on record its appreciation for the services rendered by Mr. Rahul Anandrao Bhargav during his tenure with the Company.

ITEM NO. 21

TO APPROVE THE APPOINTMENT OF MR. SANYOG KUMAR RATHI (PAN: AGKPR1820R) AS CHIEF FINANCIAL OFFICER OF THE COMPANY

The Chairperson informed the Board that, pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the applicable rules made thereunder, it is proposed to appoint Mr. Sanyog Kumar Rathi (PAN: AGKPR1820R) as the Chief Financial Officer (CFO) of the Company.

The Board was further informed that Mr. Sanyog Kumar Rathi possesses the requisite qualifications and experience for the said position.

The Board is requested to consider and, if thought fit, approve the appointment of Mr. Sanyog Kumar Rathi as Chief Financial Officer of the Company with effect from 07th April, 2026, on such terms and conditions, including remuneration, as may be approved by the Board.

It is proposed to pass the following resolution in this regard:

"RESOLVED THAT pursuant to the provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Sanyog Kumar Rathi (PAN: AGKPR1820R) be and is hereby appointed as the Chief Financial Officer (CFO) of the Company with effect from 07th April, 2026 on such terms and conditions, including remuneration, as may be approved by the Board."

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution, including making necessary filings and disclosures with the Registrar of Companies and the Stock Exchange(s), as may be required."

ITEM NO. 22

TO DISCUSS ABOUT THE PROSPECTS OF RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES OR ANY OTHER ELIGIBLE SECURITIES ("SECURITIES") THROUGH PERMISSIBLE MODES, INCLUDING BUT NOT LIMITED TO A PRIVATE PLACEMENT, RIGHT ISSUE, A QUALIFIED INSTITUTIONS PLACEMENT, PREFERENTIAL ISSUE, OR ANY OTHER METHOD OR COMBINATION OF METHODS AS MAY BE PERMITTED UNDER APPLICABLE LAWS, SUBJECT TO SUCH REGULATORY/STATUTORY APPROVALS AS MAY BE REQUIRED AND THE APPROVAL OF SHAREHOLDERS OF THE COMPANY.

To be discussed in the meeting.

ITEM NO. 23

TO CONSIDER AND APPROVE TAKEOVER OF ICM INSURANCE BROKERS PRIVATE LIMITED

The Board will be informed that the Company is proposing to takeover ICM Insurance Brokers Private Limited, a company incorporated under the Companies Act, 1956, having its registered office at New No.34, Old No.77, 3rd Floor, Maddox Street, Choolai, Choolaimedu, Chennai, Tamil Nadu- 600094

The relevant details of the will be tabled before the Board in the meeting only.

ITEM NO. 24

TO GIVE AUTHORIZATION FOR FILING APPLICATION WITH BSE LIMITED FOR WAIVER OF FINES/PENALTIES

The Chairperson to inform the Board about the receipt of communication from Stock Exchange regarding the imposition of penalty on the Company for non-compliance with certain regulations of SEBI(LODR), 2015. The Company is planning to apply for waiver/reduction of the above-mentioned fines/penalties to Bombay Stock Exchange.

The fines/penalties will be tabled before the Board for their discussion.

It is proposed to pass the following resolution in this regard:

"RESOLVED THAT the Board of Directors of the Company hereby takes note of the fines levied by BSE Limited ("BSE") under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the non-compliances**.**

RESOLVED FURTHER THAT the Board considers it appropriate to apply to Bombay Stock Exchange **("BSE")** for waiver/reduction of the said fines, and accordingly, authorizes **Mr. Rahul Anandrao Bhargav, Managing Director of the Company**, to prepare, sign and submit the necessary application, representations, and supporting documents, and to do all such acts, deeds and things as may be required in this regard.

RESOLVED FURTHER THAT Mr. Rahul Anandrao Bhargav, Managing Director of the Company, be and is hereby further authorized to draft, sign and submit the necessary application, representations, and supporting documents to BSE Limited, and to do all such acts, deeds and things as may be necessary in connection therewith."

ITEM NO. 25

TO TAKE NOTE OF THE RESIGNATION OF MR. ARVIND RANGNARAIN TIWARI (DIN: 02019838) FROM THE POSITION OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board will be informed about the receipt of resignation of Mr. Arvind Rangnarain Tiwari (DIN: 02019838) from the position of Non-Executive Independent Director of the Company vide his resignation letter dated 05th March, 2026.

The said resignation letter will be placed before the Board for its consideration and noting.

The draft resolution proposed to be passed is as follows:

“**RESOLVED THAT** the resignation of Mr. Arvind Rangnarain Tiwari (DIN: 02019838) from the office of Non-Executive Independent Director of the Company, as tendered vide his resignation letter dated 05th March, 2026 be and is hereby taken on record with effect from 07th April, 2026.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable guidance and contributions made by Mr. Arvind Rangnarain Tiwari during his tenure as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution.”

ITEM NO. 26

TO TAKE NOTE OF THE RESIGNATION OF MS. ARCHANA CHIRAWAWALA (DIN: 09721625) FROM THE POSITION OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board will be informed about the receipt of resignation of Ms. Archana Chirawawala (DIN: 09721625) from the position of Non-Executive Independent Director of the Company vide her resignation letter dated 06th March, 2026.

The said resignation letter will be placed before the Board for its consideration and noting.

The draft resolution proposed to be passed is as follows:

“**RESOLVED THAT** the resignation of Ms. Archana Chirawawala (DIN: 09721625) from the office of Non-Executive Independent Director of the Company, as tendered vide her resignation letter dated 06th March, 2026 be and is hereby taken on record with effect from 07th April, 2026.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable guidance and contributions made by Ms. Archana Chirawawala (DIN: 09721625) during her tenure as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution.”

ITEM NO. 27

TO TAKE NOTE OF THE RESIGNATION OF MR. SANJEEV SETH (DIN: 10974972) FROM THE POSITION OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board will be informed about the receipt of resignation of Mr. Sanjeev Seth (DIN: 10974972) from the position of Non-Executive Independent Director of the Company vide his resignation letter dated 06th March, 2026.

The said resignation letter will be placed before the Board for its consideration and noting.

The draft resolution proposed to be passed is as follows:

"**RESOLVED THAT** the resignation of Mr. Sanjeev Seth (DIN: 10974972) from the office of Non-Executive Independent Director of the Company, as tendered vide his resignation letter dated 06th March, 2026 be and is hereby taken on record with effect from 07th April, 2026.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable guidance and contributions made by Mr. Sanjeev Seth (DIN: 10974972) during his tenure as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution."

ITEM NO. 28

TO TAKE NOTE OF THE RESIGNATION OF MR. CHAHAN VINOD VORA (DIN: 10275707) FROM THE POSITION OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board will be informed about the receipt of resignation of Mr. Chahan Vinod Vora (DIN: 10275707) from the position of Non-Executive Independent Director of the Company vide his resignation letter dated 02nd January, 2026.

The said resignation letter will be placed before the Board for its consideration and noting.

The draft resolution proposed to be passed is as follows:

"**RESOLVED THAT** the resignation of Mr. Chahan Vinod Vora (DIN: 10275707) from the office of Non-Executive Independent Director of the Company, as tendered vide his resignation letter dated 02nd January, 2026 be and is hereby taken on record with effect from 02nd January, 2026.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable guidance and contributions made by Mr. Chahan Vinod Vora during his tenure as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution."

ITEM NO. 29

TO TAKE NOTE OF THE RESIGNATION OF MS. DEEPTI SHARMA (DIN: 10042713) FROM THE POSITION OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board will be informed about the receipt of resignation of Ms. Deepti Sharma (DIN: 10042713) from the position of Non-Executive Independent Director of the Company vide her resignation letter dated 27th January, 2026.

The said resignation letter will be placed before the Board for its consideration and noting.

The draft resolution proposed to be passed is as follows:

"**RESOLVED THAT** the resignation of Ms. Deepti Sharma (DIN: 10042713) from the office of Non-Executive Independent Director of the Company, as tendered vide her resignation letter dated 27th January, 2026 be and is hereby taken on record with effect from 27th January, 2026.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable guidance and contributions made by Ms. Deepti Sharma during her tenure as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution."

ITEM NO. 30

TO TAKE NOTE OF THE PENALTIES LEVIED BY THE BOMBAY STOCK EXCHANGE ("BSE")

The Board will be informed about the penalties levied by the Stock Exchange and the same are to be placed before the Board for taking it on records.

The details of fine are enclosed herewith as ***Annexure- D.***

ITEM NO. 31

TO GIVE AUTHORIZATION FOR FILING FORMS WITH MINISTRY AND OTHER RELEVANT AUTHORITIES

The Chairperson shall inform the Boars regarding the matters relating to filing of various and necessary forms, documents and/or any other records with Registrar of Companies, Stock Exchange and/or any other authority as required from time to time.

The Board to authorize any one of the Directors of the Company for the acts to be done for the said purpose. The draft resolution is mentioned below for approval:

"**RESOLVED THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized singly to sign and submit the forms and documents Registrar of Companies, Stock Exchange and/or any other authority as may require."

ITEM NO. 32

ANY OTHER ITEM WITH THE PERMISSION OF CHAIRPERSON AND MAJORITY DIRECTORS PRESENT:

In terms of Secretarial Standards - 1 on Board/Committee Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairperson and with the consent of majority of Directors present at the meeting.

The Board may transact any other matter with the permission of the Chair.