IKOMA TECHNOLOGIES LIMITED

(Formerly known as Vuenow Infratech Limited)
CIN: L62099MH1993PLC074167
Reg. Office: Office No. S-157, 2nd floor, Fantasia Multiplex Entertainment Complex, Sector-30A, Vashi, Thane, Navi Mumbai, Maharashtra-400703
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NOTICE OF THE 02ND BOARD MEETING

To, **Date:** May 28, 2026
The Board of Directors
Ikoma Technologies Limited
(Formerly known as Vuenow Infratech Limited)

Sub.: Notice for the 02nd (02/2026-27) Board Meeting of Ikoma Technologies Limited (Formerly known as "Vuenow Infratech Limited") for the FY 2026-2027

Dear Sir/Mam,

Notice (Shorter Notice Period) is hereby given that 02nd Meeting of FY 2026-27 of the Board of Directors of the Company will be held on Friday, May 29, 2026 through Video Conferencing at 11:00 AM., 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/-
CS Kapl Vinod Garg
Company Secretary & Compliance Officer

Agenda for 02nd 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 grant leave of absence; if any	
3.	To take on record the minutes of previous Board Meeting & Committee Meetings held on April 07, 2026.	***Annexure-A***
4.	To take on record the decisions taken by the committees at their respective meetings held earlier today.	
5.	To take note of the declarations received from the Directors of the Company.	
6.	To take on record the Resolution passed by circulation.	***Annexure-B***
7.	i. To take on record the Action Taken Report ii. To take on record Integrated Report filed for the quarter & year ended March 31, 2026 with stock exchange iii. To take on record the Secretarial Audit report issued under regulation 24A of SEBI (LODR), Regulations, 2015 iv. To consider and take on record the Internal audit report	***Annexure-C*** ***Annexure-D*** ***Annexure-E*** ***Annexure-F***
8.	To approve payment of remuneration for Statutory Auditors for the financial year ended March 31, 2026, as recommended by Audit Committee.	
9.	To consider and approve the Audited Financial Results (Standalone) for the Quarter & year ended 31st March, 2026 and Auditor's Report issued by the Statutory Auditors, M/s. NYS & Co. as per Regulation 33 of SEBI (LODR) 2015 & 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 & year ended 31st March, 2026 in terms of Regulation 33 of SEBI (LODR) Regulations, 2015 and related party transactions for half year and year ended March 31, 2026.	***To be placed in the meeting***
10.	To consider and approve the Audited Financial Statements (Standalone) for the Financial Year ended 31st March, 2026 along with the Auditor's Report issued by the Statutory Auditors, M/s. NYS & Co.	***To be placed in the meeting***

Sr. No.	Particulars	Annexures
11.	To consider and approve the change in designation of Mr. Bhavesh Bhairaram Lohar from Independent Director to Non-Executive Director of the Company.	
12.	To approve the appointment of Mr. Nitesh Jain (DIN: 10630217) as Additional Non-Executive Director of the Company.	
13.	To approve the appointment of Ms. Preeti (DIN: 10538512) as Additional Non-Executive Director of the Company.	
14.	To approve the regularization of Mr. Nitesh Jain (DIN: 10630217) as Non-Executive Director of the Company.	
15.	To approve the regularization of Ms. Preeti (DIN: 10538512) as Non-Executive Director of the Company.	
16.	To approve the regularization of Mr. Paras Chand Jain (DIN: 10292545) as Executive Director in the category of Whole Time Director of the Company.	
17.	To approve the regularization of Mr. Amit Balgotra (DIN: 11648446) as Non-Executive Independent Director of the Company.	
18.	To approve the regularization of Mr. Jatin (DIN: 11648564) as Non-Executive Independent Director of the Company.	
19.	To approve the regularization of Mr. Anil Kumar Kothari (DIN: 11650504) as Non-Executive Independent Director of the Company.	
20.	To approve the re-constitution of Committees.	
21.	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.	
22.	To take note of the penalties levied by the Bombay Stock Exchange ("BSE");	***Annexure-G***
23.	To note affirmation on compliance with the code of conduct of Board of Directors and Senior Management under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
24.	To place statutory registers before the Board	
25.	To authorize any Director/Key Managerial Personnel/ any person for opening new bank account of the Company	

Sr. No.	Particulars	Annexures
26.	To authorize any Director/Key Managerial Personnel/ any person for availing Goods & Services Tax (GST) registration in Mumbai & Chennai	
27.	To consider & approve the draft postal ballot notice for transacting the agendas therein along with explanatory statement(s)	***To be placed in the meeting***
28.	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) **Chairman:**
To elect the chairperson of the Meeting. Since the Company does not have a regular chairperson, the Directors shall amongst themselves, appoint a Chairperson for the meeting.

b) **Convening of the Meeting:**
The Chairman to confirm that the Meeting is duly convened and constituted in accordance with the provisions of the Companies Act, 2013 and the Rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other applicable Guidelines, Rules and Regulations.

c) **Presence of quorum:**
The Chairman is requested to ascertain the presence of requisite quorum and declare the Meeting as open.

d) **Roll Call**
The roll call of the Directors to be taken upon confirmation of quorum. The Directors shall take their name for roll call and mention the place from where they are attending the meeting from for Directors who are attending the meeting through VC.

ITEM NO. 2

LEAVE OF ABSENCE:

The Board is requested to grant leave of absence to Director(s) who are unable to attend the meeting and have requested for the same.

ITEM NO. 3

TO TAKE ON RECORD THE MINUTES OF PREVIOUS BOARD MEETING & COMMITTEE MEETINGS HELD ON APRIL 07, 2026:

1. The draft minutes of the last meeting of Board of Directors held on 07th April, 2026 will be placed before the Board members for their approval.

2. The draft minutes of the last meeting of Members of Audit Committee & Nomination & Remuneration Committee (NRC) held on 07th April, 2026 will be placed before the Board members for their approval.

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

ITEM NO. 4

TO TAKE ON RECORD THE DECISIONS TAKEN BY THE COMMITTEES AT THEIR RESPECTIVE MEETINGS HELD EARLIER TODAY

The Chairperson shall inform the Board that the meetings of the Committees of the Board were convened earlier today to transact the business placed before them.

The Board shall be apprised of the discussions held and decisions taken by the respective Committees in their meetings. The relevant recommendations/approvals as placed before the Board shall be noted.

The Board shall thereafter take on record the decisions taken by the Committees at their respective meetings held earlier today.

ITEM NO. 5

TO TAKE NOTE OF DECLARATIONS FROM THE DIRECTORS OF THE COMPANY

The Board is requested to take note on the disclosure of interest, received from all the Directors of the Company pursuant to Section 184 (1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 in the prescribed format MBP-1, confirmation pursuant to Section 164 of the Companies Act, 2013, in the prescribed format DIR-8 and declaration pursuant to Section 149(7) of the Companies Act, 2013, as received from the Independent Directors confirming that they meet the criteria of independence as mentioned in Section 149(6) for the financial year 2026-2027. The Disclosures shall be tabled at the meeting.

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

"**RESOLVED THAT** the notice of disclosure of interest in form MBP-1 under Section 184 (1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, form DIR-8 under Section 164 of the Companies Act, 2013 as received from all the Directors of the Company and declaration pursuant to Section 149(7) of the Companies Act, 2013 as received from the Independent Directors of the Company, as placed before the Board, be and hereby considered and noted by the Board.

RESOLVED FURTHER THAT any one Director or the Key Managerial personnel (KMP) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution including necessary entries in the statutory registers prescribed under the Companies Act, 2013."

ITEM NO. 6

TO TAKE ON RECORD THE RESOLUTION PASSED BY CIRCULATION

In pursuance of the provisions of Section 175 of the Companies Act, 2013 read with Secretarial Standard–1 (SS–1), the Board is required to take note of the circular resolutions passed by the Directors at the subsequent meeting of the Board.

Accordingly, the Board is requested to take note of Circular Resolution No. 01/2026-2027, which was passed by circulation on 20th May, 2026 and is annexed herewith as ***Annexure–B*** for the record and noting of the Board.

Circular Resolution no. 1/2026-27: To approve shifting of Registered Office of the Company

"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 ***"Office No. S-157, 2nd floor, Fantasia Multiplex Entertainment Complex, Sector-30A, Vashi, Thane, Navi Mumbai, Maharashtra-400703,"*** with effect from the date of passing this resolution and that the Directors/Key Managerial Personnel ("KMP") of the Company be instructed to notify the said change in the situation of registered office to the Registrar of Companies.

RESOLVED FURTHER THAT any Director/ Key Managerial Personnel ("KMP") of the Company be and is hereby authorized, severally, to negotiate, finalize, execute, sign and submit the leave & license deed, agreements, applications, forms, documents, papers and writings as may be required in this regard, including filing of e-form INC-22 and/or any other applicable forms with the Registrar of Companies and the concerned Stock Exchange(s), and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution and for implementation of the aforesaid decision of the Board."

ITEM NO. 7

i. **To take on record the Action Taken Report**

The Board members will be requested to take note of the Action Taken Report annexed with notes to agenda as ***Annexure-C.***

ii. **To take on record Integrated Report filed for the Quarter & Year ended March 31, 2026 with Stock Exchange**

The Board members will be requested to take on record the Integrated Governance Report filed with BSE, annexed herewith as ***Annexure-D.***

iii. <u>**To take on record the Secretarial Audit report issued under Regulation 24A of SEBI (LODR), Regulations, 2015**</u>

The Secretarial Audit Report issued pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as received from the Secretarial Auditor, will be placed before the Board for its noting and record and is annexed herewith as ***Annexure – E.***

iv. <u>**To take on record the Internal Audit report**</u>

The Internal Audit Report issued pursuant to Section 138 of the Companies Act, 2013 & relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as received from the Internal Auditor, will be placed before the Board for its noting and record and is annexed herewith as ***Annexure – F.***

<u>ITEM NO. 8</u>

<u>**TO APPROVE PAYMENT OF REMUNERATION FOR STATUTORY AUDITORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AS RECOMMENDED BY AUDIT COMMITTEE.**</u>

The Members shall be informed that pursuant to the provisions of Section 142 of the Companies Act, 2013, the remuneration payable to the Statutory Auditors of the Company is required to be fixed by the Company in such manner as may be determined.

The Members shall note that M/s NYS & Co., Chartered Accountants, are acting as the Statutory Auditors of the Company for conducting the Statutory Audit of the financial statements/results of the Company for the quarter and financial year ended March 31, 2026.

The details of the proposed remuneration payable to the Statutory Auditors for conducting the Statutory Audit for the financial year ended March 31, 2026, together with applicable taxes and reimbursement of out-of-pocket expenses, shall be placed before the Committee for its consideration.

The Committee shall deliberate on the matter and, if thought fit, pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the consent of the Committee be and is hereby accorded for approval of remuneration payable to M/s NYS & Co., Chartered Accountants, Statutory Auditors of the Company, for conducting the Statutory Audit of the financial statements/results of the Company for the quarter and financial year ended March 31, 2026, together with applicable taxes and reimbursement of out-of-pocket expenses, as placed before the Committee.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

ITEM NO. 9

TO CONSIDER AND APPROVE THE AUDITED FINANCIAL RESULTS (STANDALONE) FOR THE QUARTER & YEAR ENDED MARCH 31ST, 2026 AND AUDITOR'S 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 Audited Standalone Financial results within 60 days from the end of quarter along with Auditor's Report thereon.

The Board is to be informed that the Financial Results (Standalone) along with Auditor's Report issued by Statutory Auditors, M/s. NYS & Co. as per Regulation 33 of SEBI (LODR), Regulations 2015 for the quarter & year ended March 31st, 2026 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 Audited Standalone Financial Results of the Company as placed before the Board for the quarter & year ended March 31st, 2026 as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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

"RESOLVED THAT the Audited Financial Results (Standalone) together with its Auditor's Report of the Company for the for the quarter & year ended March 31st, 2026 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 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. 10

TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS (STANDALONE) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 ALONG WITH THE AUDITOR'S REPORT ISSUED BY THE STATUTORY AUDITORS, M/S. NYS & CO.

The Chairman shall place before the Board the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 comprising of the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement and Notes forming part of the Financial Statements together with the Auditor's Report issued by the Statutory Auditors, M/s. NYS & Co., will be placed before the Board for its consideration and approval.

The Board shall discuss the matter it is proposed to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Auditor's Report thereon as placed before the meeting be and are hereby considered, approved and adopted.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to sign the said Financial Statements and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

ITEM NO. 11

TO CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MR. BHAVESH BHAIRARAM LOHAR FROM INDEPENDENT DIRECTOR TO NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board will be requested to consider and approve the change in designation of Mr. Bhavesh Bhairaram Lohar from the position of Independent Director to Non-Executive Director of the Company, subject to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board shall discuss the matter & it is proposed to pass the following resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Board be and is hereby accorded for change in designation of Mr. Bhavesh Bhairaram Lohar from Independent Director to Non-Executive Director of the Company with effect from 26th May, 2026.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file necessary forms, intimations and disclosures with the Registrar of Companies, Stock Exchange(s) and other regulatory authorities, as may be required, and to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

ITEM NO. 12

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

The Chairperson to inform the Board that it is proposed to appoint Mr. Nitesh Jain (DIN: 10630217) as an **Additional Non-Executive 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 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 26th May, 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 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 26th May, 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/Key Managerial Personnel 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 accordingly."

ITEM NO. 13

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 26th May, 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 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 26th May, 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/Key Managerial Personnel 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 accordingly."

ITEM NO. 14

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

The Members shall be informed that Mr. Nitesh Jain (DIN: 10630217) was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors.

The Members shall further note that pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, approval of the Board Members is required for regularization of Mr. Nitesh Jain (DIN: 10630217) as Non-Executive Director of the Company, subject to approval of the shareholders.

The Members shall discuss the same if thought fit, pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of the shareholders by way of Postal Ballot/General Meeting and such other approvals as may be required, consent of the Board be and is hereby accorded for regularization of Mr. Nitesh Jain (DIN: 10630217) as Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

ITEM NO. 15

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

The Members shall be informed that Ms. Preeti (DIN: 10538512) was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors.

The Members shall further note that pursuant to the provisions of Sections 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, approval of the Board Members is required for regularization of Ms. Preeti (DIN: 10538512) as Non-Executive Director of the Company, subject to approval of the shareholders.

The Members shall deliberate on the matter and, if thought fit, pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of the shareholders by way of Postal Ballot/General Meeting and such other approvals as may be required, consent of the Board be and is hereby accorded for regularization of Ms. Preeti (DIN: 10538512) as Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

ITEM NO. 16

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

The Members shall be informed that Mr. Paras Chand Jain (DIN: 10292545) was appointed as an Additional Director in the category of Executive Director of the Company by the Board of Directors, subject to approval of the Members of the Company.

The Members shall further note that pursuant to the provisions of Sections 152, 161, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, approval of the Board Members is required for regularization of Mr. Paras Chand Jain (DIN: 10292545) as Executive Director in the category of Whole-Time Director of the Company, subject to approval of shareholders.

The Members shall discuss the same if thought fit, pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals as may be required, consent of the Members be and is hereby accorded for regularization of Mr. Paras Chand Jain (DIN: 10292545) as Executive Director in the category of Whole-Time Director of the Company, on such terms and conditions including remuneration as placed before the Members, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

ITEM NO. 17

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

The Board shall be informed that Mr. Amit Balgotra (DIN: 11648446) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company.

The Board shall note that pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, approval of the Members is required for regularization of Mr. Amit Balgotra as Non-Executive Independent Director of the Company.

The Board shall further note that the Nomination and Remuneration Committee has reviewed his profile and recommended his appointment as Non-Executive Independent Director.

The Board shall consider the matter and, if thought fit, pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, along with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, consent of the Board be and is hereby accorded to regularize and recommend to the Members the appointment of Mr. Amit Balgotra (DIN: 11648446) as Non-Executive Independent Director of the Company, not liable to retire by rotation during his tenure as Independent Director.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

ITEM NO. 18

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

The Board shall be informed that Mr. Jatin (DIN: 11648564) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company.

The Board shall note that pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, approval of the Members is required for regularization of Mr. Jatin (DIN: 11648564) as Non-Executive Independent Director of the Company.

The Board shall further note that the Nomination and Remuneration Committee has reviewed his profile and recommended his appointment as Non-Executive Independent Director.

The Board shall consider the matter and, if thought fit, pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, along with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, consent of the Board be and is hereby accorded to regularize and recommend to the Members the appointment of Mr. Jatin (DIN: 11648564) as Non-Executive Independent Director of the Company, not liable to retire by rotation during his tenure as Independent Director.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

ITEM NO. 19

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

The Board shall be informed that Mr. Anil Kumar Kothari (DIN: 11650504) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company.

The Board shall note that pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, approval of the Members is required for regularization of Mr. Anil Kumar Kothari (DIN: 11650504) as Non-Executive Independent Director of the Company.

The Board shall further note that the Nomination and Remuneration Committee has reviewed his profile and recommended his appointment as Non-Executive Independent Director.

The Board shall consider the matter and, if thought fit, pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, along with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, consent of the Board be and is hereby accorded to regularize and recommend to the Members the appointment of Mr. Anil Kumar Kothari (DIN: 11650504) as Non-Executive Independent Director of the Company, not liable to retire by rotation during his tenure as Independent Director.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

ITEM NO. 20

TO APPROVE THE RE-CONSTITUTION OF COMMITTEES

The Chairperson to inform the Board that, due to the change in the composition of the Board, 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 Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

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) Nomination and Remuneration Committee:

1. Mr. Anil Kumar Kothari– Chairperson
2. Mr. Jatin – Member

3. Mr. Nitesh Jain– Member

(ii) Stakeholders Relationship Committee:

1. Ms. Preeti– Chairperson
2. Mr. Anil Kumar Kothari – 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. 21

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. 22

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- G.***

ITEM NO. 23

TO NOTE AFFIRMATION ON COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board shall be informed that pursuant to Regulation 26(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all members of the Board of Directors and Senior Management Personnel of the Company are required to affirm compliance with the Code of Conduct of the Company on an annual basis.

The affirmation received from the Directors and Senior Management Personnel confirming compliance with the Code of Conduct for the financial year ended March 31, 2026 shall be placed before the Board for its noting.

The Board shall take note of the same.

ITEM NO. 24

TO PLACE STATUTORY REGISTERS BEFORE THE BOARD

The Board shall be informed that pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the statutory registers and records maintained by the Company are required to be placed before the Board for inspection and noting.

Accordingly, the statutory registers and records maintained by the Company up to the date of the meeting shall be placed before the Board for its inspection and noting.

The Board shall inspect and take note of the same.

ITEM NO. 25

TO AUTHORIZE ANY DIRECTOR/KEY MANAGERIAL PERSONNEL/ ANY PERSON FOR OPENING BANK ACCOUNT OF THE COMPANY

The details of the same will be placed in the meeting only.

ITEM NO. 26

TO AUTHORIZE ANY DIRECTOR/KEY MANAGERIAL PERSONNEL/ ANY PERSON FOR AVAILING GOODS & SERVICES TAX (GST) REGISTRATION IN MUMBAI & CHENNAI

The details of the same will be placed in the meeting only.

ITEM NO. 27

TO CONSIDER & APPROVE THE DRAFT POSTAL BALLOT NOTICE FOR TRANSACTING THE AGENDAS THEREIN ALONG WITH EXPLANATORY STATEMENT(S)

The Board shall be informed that in order to seek approval of the shareholders for the business proposed to be transacted, it is proposed to conduct the same through Postal Ballot in accordance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The draft Postal Ballot Notice together with the explanatory statement(s) pursuant to Section 102 of the Companies Act, 2013, containing the proposed resolutions and other necessary details, shall be placed before the Board for its consideration.

The Board shall consider the same and, if thought fit, pass the following resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, consent of the Board be and is hereby accorded to approve the draft Postal Ballot Notice along with the explanatory statement(s) thereto, as placed before the meeting, for seeking approval of the shareholders for the business specified therein.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to finalize the Postal Ballot Notice and explanatory statement(s), make such modifications as may be required, and do all such acts, deeds and things as may be necessary to give effect to this resolution."

ITEM NO. 28

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.