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 07TH BOARD MEETING

To, **Date: November 14, 2025**

The Board of Directors
Ikoma Technologies Limited
(Formerly known as Vuenow Infratech Limited)

Sub.: Notice of 07th (07/2025-26) Board Meeting to be held on Friday, November 14, 2025.

Dear Sir/Mam,

Notice (Shorter Notice Period) is hereby given that Meeting No. 07 of FY 2025-26 of the Board of Directors of the Company will be held on Friday, November 14, 2025, through Video at 04.30 PM. Or after the conclusion of the Audit Committee Meeting, to transact the business as mentioned in the agenda.

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

Company shall make necessary arrangements for Video Conference 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.

Yours Faithfully,

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

Sd/-
Rahul Bhargav
Managing Director & CFO
DIN: 08548577

Agenda for 07th meeting of Board of Directors of Ikoma Technologies Limited
***(Formerly known as Vuenow Infratech Limited)* for F.Y. 2025-26.**

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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.	Confirmation of Minutes of previous Board & Committee Meeting;	***Annexure-A***
4.	To take note of the Circular Resolution number 03/2025-26 dated September 20th 2025 passed from previous Meeting till date of this meeting.	***Annexure-B***
5.	To take on record Integrated Governance Report filed for the quarter & half year ended September 30, 2025, with stock exchange;	***Annexure-C***
6.	To take note of the Annual disclosure received from the Independent Directors of the Company as per Companies Act, 2013 and SEBI (LODR) Regulation, 2015;	
7.	To consider and approve Unaudited Financial Statements (Standalone) for the Quarter and Half Year ended September 30, 2025 and Limited Review Report issued by the Statutory Auditors M/s. NYS & Co. as per Regulation 33 of SEBI (LODR) 2015, as per 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 and Half Year ended September 30, 2025 in terms of Regulation 33 of SEBI (LODR) Regulations, 2015; To take note of related party transactions for the Quarter and Half Year ended September 30, 2025;	
8.	To approve the withdrawal of acquisition of 51% of the equity share capital of Mahakal Devcon Limited through share swap agreement on a preferential basis;	
9.	To delegate authority to Stakeholders Relationship Committee to address matters relating to issue of duplicate share certificates or any other matter as maybe required from time to time;	

Sr. No.	Particulars	Annexures
10.	To take note of the name approval letter received from Ministry of Corporate Affairs;	***Annexure-D***
11.	Any other item with the permission of Chairperson and majority directors present.	

NOTES TO AGENDA ITEMS

ITEM NO. 1

CHAIRMAN 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.

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

CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING & COMMITTEE MEETINGS

1. The draft minutes of the last meeting of Board of Directors held on 02.09.2025 will be placed before the Board members for their approval.
2. The draft minutes of the last meeting Members of Audit Committee held on 22.08.2025 will be placed before the Board members for their approval.

3. The draft minutes of the last meeting Members of Nomination & Remuneration Committee held on 22.08.2025 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 NOTE OF THE CIRCULAR RESOLUTION NUMBER 03/2025-26 DATED SEPTEMBER 20TH 2025 PASSED FROM PREVIOUS MEETING TILL DATE OF THIS MEETING:

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. 03/2025-2026**, which was passed by circulation on 20th September, 2025 and is **annexed herewith as *Annexure–B*** for the record and noting of the Board.

Circular Resolution no. 3/2025-26: Authorization to apply for Waiver/Reduction of fine to Stock Exchange

"RESOLVED THAT the Board of Directors of the Company hereby takes note of the fine of INR 8,86,180/- levied by BSE Limited ("BSE") under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the non-compliance of Regulations 18, 19, 20, 31 and 33.

RESOLVED FURTHER THAT in term of reason/clarification as mentioned in the waiver application, 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 & CFO 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 & CFO 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. 5

TO TAKE ON RECORD INTEGRATED GOVERNANCE REPORT FILED FOR THE QUARTER & HALF YEAR ENDED SEPTEMBER 30, 2025, WITH STOCK EXCHANGE:

The Board members will be requested to take on record the Integrated Governance Report under regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **("LODR")** filed with BSE, annexed herewith as ***Annexure-C.***

ITEM NO. 6

TO TAKE NOTE OF THE ANNUAL DISCLOSURE RECEIVED FROM THE INDEPENDENT DIRECTORS OF THE COMPANY AS PER COMPANIES ACT, 2013 AND SEBI (LODR) REGULATION, 2015:

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 2025-2026. 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. 7

TO CONSIDER AND APPROVE UNAUDITED FINANCIAL STATEMENTS (STANDALONE) FOR THE QUARTER & HALF YEAR ENDED SEPTEMBER 30, 2025 AND LIMITED REVIEW REPORT ISSUED BY THE STATUTORY AUDITORS M/S. NYS & CO. AS PER REGULATION 33 OF SEBI (LODR) 2015:

The Board is 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 and half year ended September 30, 2025, shall be placed before the Board for its consideration and approval.

The Board of Directors are requested to review list of related party transactions for the quarter and half year ended September 30, 2025.

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 and half year ended September 30, 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 and half year ended September 30, 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. 8

TO APPROVE THE WITHDRAWAL OF ACQUISITION OF 51% OF THE EQUITY SHARE CAPITAL OF MAHAKAL DEVCON LIMITED THROUGH SHARE SWAP AGREEMENT ON A PREFERENTIAL BASIS:

The Board members will be informed that it is proposed to withdraw the acquisition of 51% of the equity share capital of Mahakal Devcon Limited through share swap agreement on a preferential basis which was approved the Board and shareholders previously and in-principal Application for Preferential Issue (Application No. 244841 dated 06th September, 2025) filed on BSE accordingly. The Board shall discuss the same and it is proposed to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations (including any amendments, modifications, or re-enactments thereof for the time being in force), and in supersession of the earlier resolution(s) passed by the Board of Directors in this regard and subject to the approval of members in the ensuing General Meeting and on the recommendation of Audit Committee, the Board hereby **approves the withdrawal of the proposal for acquisition of 51% of the equity share capital of Mahakal Devcon Limited**, which was proposed to be undertaken through a **share swap arrangement on a preferential basis**.

RESOLVED FURTHER THAT the Board hereby takes on record that the said withdrawal is being approved in view of the reconsideration of strategic and commercial factors, and that no shares have been issued, allotted, or transferred pursuant to the proposed transaction.

RESOLVED FURTHER THAT in lieu of the withdrawal of the acquisition, approval of the Board is also given to withdraw the in-principal Application filed for Preferential Issue (Application No. 244841 dated 06th September, 2025) on Stock Exchange.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director or Key Managerial Personnel (KMP) of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with the filing of necessary e-form with the Registrar of Companies, Mumbai."

ITEM NO. 09

TO DELEGATE AUTHORITY TO STAKEHOLDERS' RELATIONSHIP COMMITTEE TO ADDRESS MATTERS RELATING TO ISSUE OF DUPLICATE SHARE CERTIFICATES OR ANY OTHER MATTER AS MAYBE REQUIRED FROM TIME TO TIME.

The Board will be informed that, in view of the **regular requests received from shareholders** and/or the **Registrar and Share Transfer Agent (RTA)** relating to the **issue of duplicate share certificates, dematerialization, rematerialization, transmission or any other securities-related matters**, it is proposed to **delegate the necessary authority** to the **Stakeholders' Relationship Committee (SRC)**.

This delegation will enable the Committee to **consider and approve such shareholder-related requests on a timely and accurate basis**, thereby ensuring efficient handling of investor grievances and compliance with regulatory requirements under the **Companies Act, 2013** and **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

The Board is requested to consider and if deem fit, pass the following resolution with or without modification(s):

"**RESOLVED THAT** pursuant to the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the Board of Directors of the Company hereby delegates the authority to the Stakeholders Relationship Committee (SRC) to consider and approve matters relating to:

- Issue of duplicate share certificates,
- Transmission, and dematerialization of shares,
- Rematerialization, split, replacement, and renewal of share certificates, and
- any other matter relating to securities of the Company as may be required from time to time in accordance with applicable laws and regulations.

RESOLVED FURTHER THAT the Stakeholders Relationship Committee be and is hereby authorized to exercise such powers, and to delegate such powers further, if necessary, to Company officials or the Registrar and Share Transfer Agent (RTA), for expeditious handling of shareholders' requests.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution, including filing intimations or disclosures with the stock exchanges and other regulatory authorities, if required."

TEM NO. 10

TO TAKE NOTE OF THE NAME APPROVAL LETTER RECEIVED FROM MINISTRY OF CORPORATE AFFAIRS:

The Board will be informed that the **Company has received an approval letter from the Ministry of Corporate Affairs (MCA) dated 01st October, 2025**, in connection with the change of name of the Company.

The Board is requested to **take note of the said approval letter** which is annexed as ***Annexure-D*** and place the same on record.

Accordingly, the following resolution is proposed to be passed:

"RESOLVED THAT the Board hereby takes note of the approval letter received from the Ministry of Corporate Affairs (MCA) vide its communication dated 01st October, 2025, in connection with approval for change of the Company's name from **'Vuenow Infratech Limited'** to '**Ikoma Technologies Limited'** and that the same be and is hereby placed on record.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to take all such actions, file necessary forms or documents, and do all such acts, deeds, and things as may be necessary to give effect to this resolution."

ITEM NO. 11

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 Chairman 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.