KODY TECHNOLAB LIMITED

Date: 31st May, 2024

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

Dear Sir/ Madam,

Sub: Notice of Extra-Ordinary General Meeting
Ref: Symbol: KODYTECH/ Series: SM

We hereby inform you that the Board of Directors of the Company has decided to call Extra-Ordinary General Meeting of the Company to be held on Saturday, 22nd June, 2024 at 2:00 P.M through VC/ OAVM.

Notice of Extra-Ordinary General Meeting of the Company is enclosed.

The Company is providing remote E-voting facility to all the shareholders of the Company. The Company has set 15th June, 2024 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in Extra-Ordinary General Meeting for remote E-voting. The remote e-voting period begins on 19th June, 2024 at 9:00 A.M. and ends on 21st June, 2024 at 5:00 P.M.

Kindly take the same on your record and oblige us.

Thanking You.

For, Kody Technolab Limited

PATEL MANAV SUBHASHCHANDRA

Digitally signed by PATEL MANAV SUBHASHCHANDRA
DN: c=IN, postalCode=380054, st=GUJARAT, street=54, SURDHARA BUNGLOWS ,AHMEDABAD,THALTEJ ,380054, l=AHMEDABAD, o=Personal, serialNumber=3907c87698ebd0c39aeed2ceafdb5f7131b415295c93740185516e3841efc, pseudonym=40938b750c75407ead85b6bdbe3e032, 2.5.4.20=df20939e4acddddc52fdc121144edee662d82d90c5cb44bde91e94e05d78baef, email=MANAV@KODYTECHNOLAB.COM, cn=PATEL MANAV SUBHASHCHANDRA
Date: 2024.05.31 19:20:11 +05'30'

Manav Patel
Managing Director
DIN: 07409757

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Shareholders of **KODY TECHNOLAB LIMITED** will be held on Saturday, 22nd June, 2024 at 2:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following **Special Businesses:**

1. **Increase in Authorised Share Capital and Alteration of the Capital clause in Memorandum of Association of the Company.**

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

   "RESOLVED THAT, pursuant to the provisions of Section 13, 61 read with Section 64, Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakhs Only) divided into 65,00,000 (Sixty-Five Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each to Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the Existing Equity Shares of the Company."

   "RESOLVED FURTHER THAT, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

   V. The Authorised Share Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each."

   "RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. **Issue of Warrants, convertible into Equity shares to person(s) and/or entity(ies) belonging to 'Promoter & Promoter group' category and 'Non-promoter' category on a preferential basis.**

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

   "RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended **(the "Act")**, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment (s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, **("ICDR Regulations" or "SEBI ICDR Regulations")**; and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "SEBI Listing Regulations")**, as amended from time to time, the listing agreements entered into by the Company with National Stock Exchange of India Limited **('NSE') (the "Stock Exchanges")** on which the Equity Shares of the Company having face value of Rs. 10.00/- (Rupees Ten Only) each **("Equity Shares")** are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs **("MCA")**, the Securities and Exchange Board of India **("SEBI")** and/ or any other competent authorities (hereinafter referred to as "Applicable

Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Shareholders of the Company **("Shareholders")** be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, upto 7,00,000 (Seven Lakhs) Convertible Warrants **("Warrants")** of Rs. 10.00/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice at a price of Rs. 1400.00/- (Rupees Fourteen Hundred Only) (including premium of Rs. 1390.00/- each {Rupees Thirteen Hundred and Ninety Only}) (hereinafter referred to as the "Warrant Issue Price"), aggregating to not exceeding Rs. 98,00,00,000/- (Rupees Ninety-Eight Crores Only) (amounts round off nearby zero), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price") and the valuation report received from Registered Valuer, to the Proposed Allottees, who belong to the 'Promoter & Promoter group' category and 'Non-Promoter' category, for consideration in cash, on a preferential issue basis **("Preferential Allotment")** on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be issued
1.	Manav S Patel	Promoter	544000
2.	Avantika Shukla	Non-Promoter	2000
3.	Prakashbhai Arvindbhai Shah	Non-Promoter	5000
4.	Anar Swapnil Shah	Non-Promoter	2000
5.	Ceramet Consultants Private Limited	Non-Promoter	2000
6.	Gunavanth Kumar G (HUF)	Non-Promoter	10000
7.	Kirandevi Jasaraj Golecha	Non-Promoter	2000
8.	Neeraj Kumar Srivastava	Non-Promoter	5000
9.	G Gunavanth Kumar	Non-Promoter	23000
10.	Sadhana Bhandari	Non-Promoter	5000
11.	Shagun Capital Venture	Non-Promoter	2000
12.	Parul Kotwal	Non-Promoter	5000
13.	Niomi Mehulbhai Choksi	Non-Promoter	4000
14.	Bhalakiya Hasumatiben Jayeshbhai	Non-Promoter	4000
15.	Kaamya Niraj Sanghvi	Non-Promoter	1000
16.	Ravi Prahladbhai Patel	Non-Promoter	70000
17.	Varun Shantilal Jain	Non-Promoter	4000
18.	Sanjaykumar Kalubhai Kidecha	Non-Promoter	10000
		Total	**700000**

"RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of Convertible Warrants is Thursday, 23rd May, 2024 i.e. the date 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed."

"RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) Amount payable on Allotment of Warrants shall be 25% of the issue price per warrant and the balance amount i.e. 75% of issue price per warrant, shall be paid at the time of allotment of the Equity shares pursuant to exercise of option to convert the Warrants into Equity Shares;

b) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions;

c) The Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

d) The tenure of warrants shall not exceed 18 (Eighteen) months from the date of allotment of the warrants;

e) The proposed allottees of warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) for every warrant, within a period of 18 (Eighteen) months from the date of allotment of such warrants and upon exercise of the option by proposed allottees, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees;

f) In case, the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically;

g) The said warrants by itself, until exercise of conversion option into Equity Shares allotted, does not give any rights to the warrant holder with respect to that of the Shareholders of the Company;

h) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI (LODR) Regulations and the Securities Contracts (Regulation) Rules, 1957;

i) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time;

j) Upon exercise of the option by the allottee to convert the Warrants into Equity shares within a period of 18 (Eighteen) months, the Equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of SEBI (ICDR) Regulations;

k) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations and allotted equity shares shall be listed on the stock exchange where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under Chapter V of SEBI ICDR Regulations;

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

l) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations."

"RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e. National Stock Exchange of India Limited within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT, the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Convertible warrants is being made in accordance with the ICDR Regulations."

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT, any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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

By order of the Board
For, Kody Technolab Limited

Sd/-
Manav Patel
Managing Director
DIN: 07409757

Date: 31st May, 2024
Place: Ahmedabad

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra-Ordinary General Meeting (EGM) will be held on Saturday, 22nd June, 2024 at 2:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at info@kodytechnolab.com
4. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ('RTA') as on Friday, 24th May, 2024 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Saturday, 15th June, 2024.
5. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra-Ordinary General Meeting in electronic form.
6. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing EGM though VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at info@kodytechnolab.com and/ or at info@accuratesecurities.com, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
9. The Members can join the Extra-Ordinary General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.
10. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra-Ordinary General Meeting will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at https://kodytechnolab.com/. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.
13. Extra Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020,MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
14. The Board of Directors has appointed Mr. Gaurav Bachani (Membership No. 61110 ACS, CP No. 22830), Ahmedabad, Practising Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
16. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed on NSE and be made available on its website viz. www.nseindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 19th June, 2024, at 9:00 A.M. and ends on Friday, 21st June, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 15th June, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 15th June, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as

	recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to info@kodytechnolab.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info@kodytechnolab.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

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

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

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

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakhs Only) divided into 65,00,000 (Sixty-Five Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each to Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase in Authorised Share Capital requires the approval of members in Extra-Ordinary General Meeting. Consequently, upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an Ordinary Resolution.

Item No. 2:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 **(the "Act")** and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(the 'SEBI ICDR Regulations')** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "SEBI LODR Regulations")**, as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. warrants convertible into equity shares **("Warrants")** by way of private placement on a preferential basis to the person(s) and/ or entity(ies) belong to Promoter and Non-Promoter category.

Thus, the members are hereby informed that in line with the said proposal, the Board pursuant to its resolution dated 31st May, 2024 has approved the proposed preferential issue of upto 7,00,000 (Seven Lakhs) Convertible Warrants **("Warrants")** of Rs. 10.00/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, at a price of Rs. 1400.00/- (Rupees Fourteen Hundred Only {including premium of Rs. 1390.00/- each}) (hereinafter referred to as the "Warrant Issue Price"), aggregating to not exceeding Rs. 98,00,00,000/- (Rupees Ninety-Eight Crores Only) (amounts round off nearby zero) to the Proposed Allottees for a consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI ICDR Regulations")** and the valuation report received from Registered Valuer, on a preferential basis and consequently, recommends the resolution as set out in Item No. 2 above to be passed by the members by remote e-voting/ voting through electronic means.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottees.

Necessary information/ details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 **("Act")** read with the rules issued there-under, are set forth below:

1. *Particulars of the offer including date of passing of Board resolution:*

The Board, pursuant to its resolution dated 31st May, 2024, has approved the proposed preferential issue of upto 7,00,000 (Seven Lakhs) convertible warrants at a price of Rs. 1400.00/- (Rupees Fourteen Hundred Only) each (including a premium of Rs. 1390.00/- {(Rupees Thirteen Hundred and Ninety Only}), for consideration in cash, to person(s) and/ or entity(ies) belonging to Promoter & Promoter Group category and Non-Promoter category which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis.

2. *The Objects of the issue:*

The Company intends to utilize the proceeds raised through the Preferential Issue **("Issue Proceeds")** towards the following objects:

a. To meet working capital requirements of the Company (referred to below as "Working Capital requirements");
b. Investment in Company – The Company, World EMS Private Limited, will handle bulk production of all robots for Kody Technolab Limited. The Company will assume full responsibility for the manufacturing process, including team management and timely order delivery. All intellectual property will remain with Kody Technolab, enhancing our growth potential (referred to below as "Investment in Company ");
c. Upto 25.00% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes").

(Collectively referred to below as the "Objects")

Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects[1]	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	Rs. 33,50,00,000/-	Within 12 months from receipt of funds for the warrants (as set out herein)
2.	Investment in Company - World EMS Private Limited	Rs. 40,00,00,000/-	
3.	General Corporate Purpose	Rs. 24,50,00,000/-	
	Total	**Rs. 98,00,00,000/-**	

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the objects described above, our Company intends to, inter alia, invest the Issue Proceeds in deposits in scheduled commercial banks, money market instruments including money market mutual funds, securities issued by government of India or any other investments as permitted under applicable laws or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

3. *Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:*

The Company has agreed to issue upto 7,00,000 (Seven Lakhs) convertible warrants at a price of Rs. 1400.00/- (Rupees Fourteen Hundred Only) each (including a premium of Rs. 1390.00/- {Rupees Thirteen Hundred and Ninety Only}), which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer.

4. *Basis on which the price has been arrived at:*

The Company is listed on National Stock Exchange of India Limited ('NSE') (the "Stock Exchanges") and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. Accordingly, the computation of the price per Equity share has been determined.

- *At least 10% of the total equity shares have been traded on the NSE in 240 trading days preceding the Valuation Date, therefore, equity shares of the company shall be treated as frequently traded.*

- *Stock Exchange means the Stock Exchange where highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the Valuation Date.*

- *For the purpose of valuation, we have relied on the data of NSE in accordance to the amended Regulations 164 and 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended vide Notification No. SEBI/LAD-NRO/GN/2022/63 dated 14th January, 2022.*

The Floor Price of Rs. 1396.91/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Convertible Warrants and is higher of the following:

a. 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 972.50/- per equity share;

b. 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 1396.91/- per equity share;

In terms of Regulation 166A of SEBI ICDR Regulations, the proposed offer, issue and allotment of convertible warrants is more than five per cent of the post issue share capital of the Company, accordingly, the floor price per warrant of Rs. 1396.91/- (Rupees Thirteen Hundred Ninety-Six and Ninety-One Paisa Only) has been determined based on the above pricing formula and the valuation report from a Registered Valuer. However, the issue price per warrant is Rs. 1400/-, which is not less than the floor price determined under chapter V of SEBI (ICDR) Regulations, 2018 and Valuation Report from a Registered Valuer.

5. *The price or price band at/within which the allotment is proposed:*

The price per warrant to be issued is fixed at Rs. 1400.00/- (Rupees Fourteen Hundred Only) which consists of Rs. 10.00/- (Rupees Ten Only) as face value and Rs. 1390.00/- (Rupees Thirteen Hundred and Ninety Only) as premium per warrant. Kindly refer to the above mentioned point no. 4 for the basis of determination of the price.

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

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Thursday, 23rd May, 2024 i.e. being the date 30 days prior to the date of EGM.

7. *The pre issue and post issue shareholding pattern of the Company:*

The pre issue shareholding pattern of the Company as on 31st March, 2024 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	**Promoter and Promoter Group's Shareholding**				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	46,53,776	73.01	51,97,776	73.48
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
	Sub Total(A)(1)	**46,53,776**	**73.01**	**51,97,776**	**73.48**
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	-	-	-	-

B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Others (Specify)	-	-	-	-
	Sub Total(A)(2)	**-**	**-**	**-**	**-**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**46,53,776**	**73.01**	**51,97,776**	**73.48**
(B)	**Public shareholding**				
1	Institutions	-	-	-	-
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-
(i)	Any Other - Foreign Body Corporate	-	-	-	-
	Sub-Total (B)(1)	**-**	**-**	**-**	**-**
B	Public Shareholding	-	-	-	-
2	Non-institutions				
(a)	Bodies Corporate	2,83,200	4.44	2,85,200	4.03
(b)	Individuals				
I	Individual shareholders holding nominal sharecapital up to Rs. 2 Lakh	9,45,604	14.84	10,87,604	15.38
II	Individual shareholders holding nominal sharecapital in excess of Rs. 2 Lakh	2,57,600	4.04	2,57,600	3.64
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Any Other (specify)	-	-	-	-
	- Non Resident Indians	68,000	1.07	68,000	0.96
0.	- Clearing Member	-	-	-	-
	- Trust	-	-	-	-
	- Hindu Undivided Family	1,65,600	2.60	1,75,600	2.48
	- LLP	-	-	-	-
	- Firm	-	-	2,000	0.03
	Sub-Total (B)(2)	**17,20,004**	**26.99**	**18,76,004**	**26.52**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	**17,20,004**	**26.99**	**18,76,004**	**26.52**
	TOTAL (A)+(B)	**63,73,780**	**100.00**	**70,73,780**	**100.00**
(C)	Non Promoter - Non Public	-	-	-	-

1	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	-	-
	Sub-Total (C):	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	**63,73,780**	**100.00**	**70,73,780**	**100.00**

Note:

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares, the shareholding pattern in the above table would undergo corresponding changes.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. *Name and address of valuer who performed valuation:*

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the issue price of Rs. 1400.00/- (Rupees Fourteen Hundred Only) of the shares to be issued and allotted consequent to conversion of warrants into Equity shares, to the proposed allottees has been determined taking into account the Valuation Report dated 31st May, 2024, issued by Mr. Manish Santosh Buchasia, Registered Valuer, Ahmedabad, in accordance with Regulation 166A of the ICDR Regulations **("Valuation Report")**. The Valuation Report shall be available for inspection by the members on the Company's website at https://kodytechnolab.com/.

9. *Amount which the Company intends to raise by way of such securities:*

Upto Rs. 98,00,00,000/- (Rupees Ninety-Eight Crores Only) (amounts round off nearby zero).

10. *Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.*

The Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 1400.00/- (Rupees Fourteen Hundred Only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.

The Equity shares being issued shall be pari-passu with the existing Equity shares of the Company.

Principal terms of assets charged as securities is not applicable.

11. *The class or classes of persons to whom the allotment is proposed to be made:*

The aforementioned allotment, if approved, is proposed to be made to above mentioned allottees, under both Promoter & Promoter Group Category and Non-Promoter Category of the Company.

12. *The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:*

The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the Preferential Allotment.

13. *The proposed time within which the allotment shall be completed:*

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity warrants on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the said warrants, provided that where the issue and allotment of the said warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

14. *The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:*

The Proposed Allottees are as under:

Sr. No.	Name of Proposed Allottee	No. of Convertible Warrants proposed to be issued	% of post preferential*
1.	Manav S Patel	544000	66.82
2.	Avantika Shukla	2000	0.03
3.	Prakashbhai Arvindbhai Shah	5000	0.08
4.	Anar Swapnil Shah	2000	0.03
5.	Ceramet Consultants Private Limited	2000	0.06
6.	Gunavanth Kumar G (HUF)	10000	0.14
7.	Kirandevi Jasaraj Golecha	2000	0.03
8.	Neeraj Kumar Srivastava	5000	0.07
9.	G Gunavanth Kumar	23000	0.33
10.	Sadhana Bhandari	5000	0.07
11.	Shagun Capital Venture	2000	0.03
12.	Parul Kotwal	5000	0.07
13.	Niomi Mehulbhai Choksi	4000	0.07
14.	Bhalakiya Hasumatiben Jayeshbhai	4000	0.09
15.	Kaamya Niraj Sanghvi	1000	0.02
16.	Ravi Prahladbhai Patel	70000	0.99
17.	Varun Shantilal Jain	4000	0.07
18.	Sanjaykumar Kalubhai Kidecha	10000	0.14
	Total	**700000**	**69.13**

** considered only after allotment of equity shares in cash*

15. *The change in control, if any, in the Company that would occur consequent to the preferential offer:*

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

16. *The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:*

During the year, no preferential allotment of any securities has been made to any person.

17. *The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:*

Not Applicable

18. *Lock-in Period:*

The Equity Shares to be issued and allotted pursuant to conversion of warrants, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

The entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e. from the relevant date up to a period of 90 trading days from the date of trading approval.

19. *Listing:*

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned convertible warrants.

The Equity shares to be issued and allotted pursuant to conversion of warrants, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. *The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:*

Sr. No.	Proposed Allottee subscribingto the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1	Manav S Patel	Promoter	Not Applicable	4182636	65.62	544000	4726636	66.82
2	Avantika Shukla	Non-Promoter	Not Applicable	0	0.00	2000	2000	0.03
3	Prakashbhai Arvindbhai Shah	Non-Promoter	Not Applicable	800	0.01	5000	5800	0.08
4	Anar Swapnil Shah	Non-Promoter	Not Applicable	0	0.00	2000	2000	0.03
5	Ceramet Consultants Private Limited	Non-Promoter	1. Aniket Mohan Gore 2. Mohan A Gore	2000	0.03	2000	4000	0.06
6	Gunavanth Kumar G (HUF)	Non-Promoter	G Gunavanth Kumar	0	0.00	10000	10000	0.14
7	Kirandevi Jasaraj Golecha	Non-Promoter	Not Applicable	0	0.00	2000	2000	0.03
8	Neeraj Kumar Srivastava	Non-Promoter	Not Applicable	0	0.00	5000	5000	0.07
9	G Gunavanth Kumar	Non-Promoter	Not Applicable	0	0.00	23000	23000	0.33

10	Sadhana Bhandari	Non-Promoter	Not Applicable	0	0.00	5000	5000	0.07
11	Shagun Capital Venture	Non-Promoter	1. Manav Vijayakumar 2. Shankesh V	0	0.00	2000	2000	0.03
12	Parul Kotwal	Non-Promoter	Not Applicable	0	0.00	5000	5000	0.07
13	Niomi Mehulbhai Choksi	Non-Promoter	Not Applicable	800	0.01	4000	4800	0.07
14	Bhalakiya Hasumatiben Jayeshbhai	Non-Promoter	Not Applicable	2500	0.04	4000	6500	0.09
15	Kaamya Niraj Sanghvi	Non-Promoter	Not Applicable	400	0.01	1000	1400	0.02
16	Ravi Prahladbhai Patel	Non-Promoter	Not Applicable	0	0.00	70000	70000	0.99
17	Varun Shantilal Jain	Non-Promoter	Not Applicable	800	0.01	4000	4800	0.07
18	Sanjaykumar Kalubhai Kidecha	Non-Promoter	Not Applicable	1	0.00	10000	10001	0.14

** considered only after allotment of equity shares in cash*

21. *<u>The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:</u>*

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allottee subscribingto the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1	Manav S Patel	Promoter	Not Applicable	4182636	65.62	544000	4726636	66.82
2	Avantika Shukla	Non-Promoter	Not Applicable	0	0.00	2000	2000	0.03
3	Prakashbhai Arvindbhai Shah	Non-Promoter	Not Applicable	800	0.01	5000	5800	0.08
4	Anar Swapnil Shah	Non-Promoter	Not Applicable	0	0.00	2000	2000	0.03
5	Ceramet Consultants Private Limited	Non-Promoter	1. Aniket Mohan Gore 2. Mohan A Gore	2000	0.03	2000	4000	0.06
6	Gunavanth Kumar G (HUF)	Non-Promoter	G Gunavanth Kumar	0	0.00	10000	10000	0.14
7	Kirandevi Jasaraj Golecha	Non-Promoter	Not Applicable	0	0.00	2000	2000	0.03
8	Neeraj Kumar Srivastava	Non-Promoter	Not Applicable	0	0.00	5000	5000	0.07

9	G Gunavanth Kumar	Non-Promoter	Not Applicable	0	0.00	23000	23000	0.33
10	Sadhana Bhandari	Non-Promoter	Not Applicable	0	0.00	5000	5000	0.07
11	Shagun Capital Venture	Non-Promoter	1. Manav Vijayakumar 2. Shankesh V	0	0.00	2000	2000	0.03
12	Parul Kotwal	Non-Promoter	Not Applicable	0	0.00	5000	5000	0.07
13	Niomi Mehulbhai Choksi	Non-Promoter	Not Applicable	800	0.01	4000	4800	0.07
14	Bhalakiya Hasumatiben Jayeshbhai	Non-Promoter	Not Applicable	2500	0.04	4000	6500	0.09
15	Kaamya Niraj Sanghvi	Non-Promoter	Not Applicable	400	0.01	1000	1400	0.02
16	Ravi Prahladbhai Patel	Non-Promoter	Not Applicable	0	0.00	70000	70000	0.99
17	Varun Shantilal Jain	Non-Promoter	Not Applicable	800	0.01	4000	4800	0.07
18	Sanjaykumar Kalubhai Kidecha	Non-Promoter	Not Applicable	1	0.00	10000	10001	0.14

** considered only after allotment of equity shares in cash*

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

22. *The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:*

The Current and proposed status of the Proposed Allottees post the preferential issue is as follows:

Sr. No.	Name of Proposed Allottee	No. of shares	% of post preferential*	Current Status	Proposed Status
1.	Manav S Patel	544000	66.82	Promoter	Promoter
2.	Avantika Shukla	2000	0.03	Non-Promoter	Non-Promoter
3.	Prakashbhai Arvindbhai Shah	5000	0.08	Non-Promoter	Non-Promoter
4.	Anar Swapnil Shah	2000	0.03	Non-Promoter	Non-Promoter
5.	Ceramet Consultants Private Limited	2000	0.06	Non-Promoter	Non-Promoter
6.	Gunavanth Kumar G (HUF)	10000	0.14	Non-Promoter	Non-Promoter
7.	Kirandevi Jasaraj Golecha	2000	0.03	Non-Promoter	Non-Promoter
8.	Neeraj Kumar Srivastava	5000	0.07	Non-Promoter	Non-Promoter
9.	G Gunavanth Kumar	23000	0.33	Non-Promoter	Non-Promoter
10.	Sadhana Bhandari	5000	0.07	Non-Promoter	Non-Promoter
11.	Shagun Capital Venture	2000	0.03	Non-Promoter	Non-Promoter
12.	Parul Kotwal	5000	0.07	Non-Promoter	Non-Promoter
13.	Niomi Mehulbhai Choksi	4000	0.07	Non-Promoter	Non-Promoter
14.	Bhalakiya	4000	0.09	Non-Promoter	Non-Promoter

	Hasumatiben Jayeshbhai				
15.	Kaamya Niraj Sanghvi	1000	0.02	Non-Promoter	Non-Promoter
16.	Ravi Prahladbhai Patel	70000	0.99	Non-Promoter	Non-Promoter
17.	Varun Shantilal Jain	4000	0.07	Non-Promoter	Non-Promoter
18.	Sanjaykumar Kalubhai Kidecha	10000	0.14	Non-Promoter	Non-Promoter
	Total	**700000**	**69.13**		

** considered only after allotment of equity shares in cash*

23. *Practicing Company Secretary's Certificate:*

A certificate from Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations and is available for inspection at the General Meeting of the members. The same is also available at the website of the Company at https://kodytechnolab.com/.

24. *Undertaking:*

a. Neither the Company, nor any of its directors and/ or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
b. Neither the Company nor any of its directors and/ or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
c. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
d. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
e. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.*
f. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
g. Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
h. The Company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

*Since the Company's Equity Shares are listed on recognized Stock Exchange for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the warrants **("Convertible warrants")** on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except the proposed allottees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 2 of this Notice, for the approval of the Members.

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

By order of the Board
For, Kody Technolab Limited

Sd/-
Manav Patel
Managing Director
DIN: 07409757

Date: 31st May, 2024
Place: Ahmedabad