



KODY TECHNOLAB LIMITED

Date: 18th December, 2025

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

Dear Sir / Madam,

Subject: 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 Friday, 9th January, 2026 at 3:00 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 2nd January, 2026 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 6th January, 2026 at 9:00 A.M. and ends on 8th January, 2026 at 5:00 P.M.

Kindly take the same on your record and oblige us.

Thanking You.

For, Kody Technolab Limited

Manali Krunal Patel
Whole-time director
DIN: 07792457

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

Work Address: Unit no. G01, ground floor, BIFC, building no. 14-A, block 14, zone-01, GIFT SEZ,
Gandhinagar - 382355

Email: info@kodytechnolab.com | **Contact No:** +919377229944 | **Website:** www.kodytechnolab.com

CIN: L72900GJ2017PLC097244

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY:

NOTICE is hereby given that the Extra-Ordinary General Meeting ("**EGM**") of the Shareholders of "**Kody Technolab Limited**" ("**KODYTECH**" or "**Company**") will be held on Friday, 9th January, 2026 at 03:00 P.M. (IST) 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 and 64, read with 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, the consent of the members be and is hereby accorded to increase the Authorised Equity Share Capital of the Company from the existing Rs. 14,50,00,000/- (Rupees Fourteen Crores Fifty Lakhs Only), divided into 1,45,00,000 (One Crore Forty-Five Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only), divided into 1,60,00,000 (One Crore Sixty 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.

V. The Authorised Equity Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty 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. Issuance of Equity Shares to entity(ies) belonging to "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 Section(s) 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), modification(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, as amended ("**SEBI ICDR Regulations**"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the listing agreement entered into by the Company with the Stock Exchange(s) i.e., National Stock Exchange of India Limited ("**NSE**"), where the equity shares of the Company having face value of Rs. 10/- (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**"), to the extent applicable, and the enabling provisions of the Memorandum of Association ("**MOA**") and Articles of Association ("**AOA**") 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

by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Shareholders of the Company (“**Shareholders**”) be and is hereby accorded to the Board to create, issue, offer and allot, at such time or times, and in one or more tranches, **upto 3,59,000 (Three Lakhs Fifty-Nine Thousand)** fully paid-up equity shares of the Company of face value of Rs. 10/- each, **at a price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only {including premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five only)}) per equity share, payable in cash** (hereinafter referred to as the “**Issue Price**”), aggregating **upto Rs. 35,00,25,000/- (Rupees Thirty-Five Crores Twenty-Five Thousand Only)**, which shall not be 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 M/s. Procurve Valux Private Limited, Registered Valuer entity, to the Proposed Allottees belonging to the “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 and stipulated in the explanatory statement annexed hereto, and in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be issued
1.	Mekongriver Family Management LLP	Non-Promoter	1,02,600
2.	Madhav Solar Private Limited	Non-Promoter	1,02,500
3.	Park Global Metals Private Limited	Non-Promoter	51,300
4.	Aarvi Family Office LLP	Non-Promoter	51,300
5.	JB Family Office LLP	Non-Promoter	51,300
Total			3,59,000

“RESOLVED FURTHER THAT, pursuant to the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the purpose of determining the floor price for the issue and allotment of equity shares on Preferential basis is fixed as **Wednesday, 10th December, 2025 (“Relevant Date”)** i.e., being 30 days prior to the date of the Extra-Ordinary General Meeting (“**EGM**”) at which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT, the minimum price of the equity shares to be issued shall not be less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The equity shares of the Company are frequently traded as on the Relevant date and, since the proposed allotment (including the issue of 3,59,000 Equity Shares and 6,76,900 Convertible Warrants) exceeds five percent (5%) of the post-issue fully diluted share capital of the Company, a valuation report dated Wednesday, 10th December, 2025 has been obtained from M/s. Procurve Valux Private Limited, Ahmedabad, Registration No. IBBI/RV-E/02/2025/218, a Registered Valuer Entity, and the issue price of the equity shares has been determined after taking into account the said valuation report.”

(The valuation report is available for inspection at the Registered Office of the Company during the business hours on any working day and the same can also access at Company’s website i.e. https://cdn.kodytechnolab.com/wp-content/uploads/2025/12/egm-valuation-report.pdf?gl=1*nasw1y*gcl_au*MTkxMDU2NjU1OC4xNzY1ODAyMjc5*ga*MjEyMDI5NTAwNC4xNzY1ODAyMjc5*ga_PSPJHEX5D4*czE3NjYwNDk1NzEkbzYkZzEkdDE3NjYwNDk1OTlkajM5JGwwJGgw&ga=2.161682684.1133892603.1765802279-2120295004.1765802279).

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of equity shares on preferential basis to the Proposed Allottees shall be subject to the following terms and conditions, in addition to such other conditions as may be prescribed under applicable laws:

- The equity shares to be issued and allotted pursuant to the Preferential Issue shall be listed on the Stock Exchange, subject to receipt of necessary regulatory approvals and permissions, as the case may be;
- The equity shares to be issued and allotted shall be fully paid-up and shall rank pari-passu in all respects with the existing equity shares of the Company from the date of allotment thereof, subject to the requirements of all applicable laws and provisions of the Memorandum of Association and Articles of Association of the Company;

- c. The equity shares to be allotted shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations. In addition to such prescribed lock-in, the said equity shares, along with any subsequent issuances arising therefrom (including Bonus Shares, if any), shall remain locked-in for such further period as may be mutually agreed upon by the Company and the Proposed Allottees;
- d. The pre-preferential shareholding, if any, of the Proposed Allottee(s) in the Company shall also be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- e. Each of the proposed Investors shall be required to bring in 100% of the consideration, payable in cash, for the equity shares on or before the date of allotment. The consideration shall be paid from the respective bank accounts of the Proposed Allottee(s);
- f. The consideration so received towards the allotment of the equity shares shall be kept by the Company in a separate bank account until utilized in accordance with applicable law;
- g. The equity shares shall be issued and allotted in dematerialized form only and within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where such allotment is subject to receipt of any approval or permission from regulatory authorities, the allotment shall be completed within fifteen (15) days from the date of receipt of the last of such approvals/ permissions, or within such extended period as may be permitted under the SEBI (ICDR) Regulations, as amended from time to time;
- h. The total number of equity shares offered, issued, and allotted shall not exceed the number of shares approved by the members.

The Company shall procure the listing and trading approvals for the said equity shares from National Stock Exchange of India Limited in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules, and regulations.

Without prejudice to the above, the issue of the equity shares shall also be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Companies Act, 2013, annexed to the notice convening the meeting, 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 in accordance with the provisions of the Articles of Association ("**AOA**") of the Company, and such shares shall rank pari-passu in all respect, including entitlement for dividend, with the existing equity shares of the Company."

"RESOLVED FURTHER THAT, subject to receipt of such approvals as may be required under applicable laws, consent of the Members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and to issue a private placement offer-cum-application letter in Form PAS-4 to the Proposed Allottees in accordance with Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, after passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from National Stock Exchange of India Limited ("**NSE**"), within the timelines prescribed under applicable laws."

"RESOLVED FURTHER THAT, the Company hereby takes note of the certificate received from the Practicing Company Secretary certifying that the proposed issue of equity shares is being made in compliance with the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Director, Committee of the Board, or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, or expedient, including without limitation: issuing clarifications, resolving questions of doubt, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents (including the appointment of agencies, intermediaries, and advisors for the issue), filing requisite documents with the Registrar of Companies, Depositories, Stock Exchange, and other regulatory authorities, and to take such steps as may be incidental, consequential, or ancillary in this connection. The decision of the Board in this regard shall be final and conclusive."

“RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board, any Director(s), or Officer(s) of the Company, including the authority to make necessary filings with the Stock Exchange and other regulatory authorities, execution of documents, representation before governmental authorities, and appointment of Consultants, Professional Advisors, and Legal Advisors, for giving effect to the above resolution.”

“RESOLVED FURTHER THAT, all actions already taken by the Board in connection with any of the matters referred to in or contemplated by the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects, as if the same had been done with the authority of the Members.”

3. Issue of Warrants, convertible into Equity Shares to person(s) and/or entity(ies) belonging to “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, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Act”**), read with 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), modification(s), or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended from time to time, and the listing agreement entered into by the Company with Stock Exchange(s) i.e., National Stock Exchange of India Limited (**“NSE”**), where the Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each (**“Equity Shares”**) are listed, and subject to all other applicable rules, regulations, guidelines, circulars, notifications and clarifications issued by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), and/or any other competent regulatory authority from time to time (collectively referred to as **“Applicable Regulatory Authorities”**), and in accordance with the enabling provisions of the Memorandum of Association (**“MOA”**) and Articles of Association (**“AOA”**) of the Company, and subject to such approvals, consents, permissions, and sanctions as may be necessary or required from time to time from the Applicable Regulatory Authorities 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 (the **“Board”**, which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to **create, issue, offer and allot, in one or more tranches, upto 6,76,900 (Six Lakhs Seventy-Six Thousand Nine Hundred) Convertible Warrants (“Warrants”)** of face value of Rs. 10/- (Rupees Ten Only) each, for cash, entitling the Proposed Allottee(s)/ Warrant holders (**“Proposed Allottees”**) to exercise option to convert and get allotted, in one or more tranches, one equity share of Rs. 10/- each fully paid-up against each warrant, within a period of 18 (Eighteen) months from the date of allotment of warrants, **at a price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only {including a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only)})** each (**“Warrant Issue Price”**), aggregating to not more than Rs. 65,99,77,500/- (Rupees Sixty-Five Crores Ninety-Nine Lakhs Seventy-Seven Thousand Five Hundred Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (**“Floor Price”**) and as per the valuation report of M/s. Procurve Valux Private Limited, Registered Valuer Entity.”

“RESOLVED FURTHER THAT, the warrants shall be offered and issued on a preferential basis (**“Preferential Issue”**) to the Proposed Allottees, who belong to the “Non-Promoter” category, for consideration in cash, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations, the Act, and other applicable laws.”

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be issued
1.	Nishid Babulal Shah	Non - Promoter	2,66,700
2.	Nikhita Nishid Shah	Non - Promoter	1,23,100
3.	Ambika Fincap Consultants Private Limited	Non - Promoter	1,23,100
4.	Chiragkumar Bharatbhai Patel	Non - Promoter	1,02,500
5.	Parva Minesh Soni	Non - Promoter	51,300
6.	Malav Prakashkumar Shah HUF	Non - Promoter	10,200
Total			6,76,900

“RESOLVED FURTHER THAT, pursuant to the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price of the Convertible Warrants to be issued on Preferential basis is fixed as **Wednesday, 10th December, 2025 (“Relevant Date”)** being 30 days prior to the date of the Extra-Ordinary General Meeting (**“EGM”**) at which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT, the minimum price of the equity shares arising upon conversion of the Warrants shall not be less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The equity shares of the Company are frequently traded as on the Relevant date and, since the proposed allotment (including the issue of 3,59,000 Equity Shares and 6,76,900 Convertible Warrants) exceeds five percent (5%) of the post-issue fully diluted share capital of the Company, a valuation report dated Wednesday, 10th December, 2025 has been obtained from M/s. Procurve Valux Private Limited, Ahmedabad, Registration No. IBBI/RV-E/02/2025/218, a Registered Valuer Entity, and the issue price been determined after taking into account the said valuation report.”

(The valuation report is available for inspection at the Registered Office of the Company during business hours on any working day and the same can also access at Company’s website i.e., https://cdn.kodytechnolab.com/wp-content/uploads/2025/12/egm-valuation-report.pdf?_gl=1*nasw1y*_gcl_au*MTkxMDU2NjU1OC4xNzY1ODAyMjc5*_ga*MjEyMDI5NTAwNC4xNzY1ODAyMjc5*_ga_PSPJHEX5D4*czE3NjYwNDk1NzEkbzYkZzEkdDE3NjYwNDk1OTlkajM5jGwwjGgw&_ga=2.161682684.1133892603.1765802279-2120295004.1765802279).

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of Warrants on preferential basis to the Proposed Allottees, and the Equity Shares to be issued upon exercise of the option attached to the Warrants, shall be subject to the following terms and conditions, in addition to such other conditions as may be prescribed under applicable laws:

- 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;
- The said warrant(s) shall be issued and allotted in dematerialized form only and within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where such allotment is subject to receipt of any approval or permission from regulatory authorities, the allotment of warrants shall be completed within fifteen (15) days from the date of receipt of the last of such approvals/ permissions, or within such extended period as may be permitted under the SEBI (ICDR) Regulations, as amended from time to time;
- 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 of Association (“MOA”) and Articles of Association (“AOA”) of the Company;
- 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/- (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 respective demat accounts 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;

The pre-preferential shareholding, if any, of the Proposed Allottee(s) in the Company shall also be subject to lock-in as specified in the provisions of Chapter V of the 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 Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.
- m. The total number of convertible warrants and equity shares offered, issued, and allotted shall not exceed the number of shares approved by the members.

Without prejudice to the above, the issue of the equity shares pursuant to conversion of warrants, 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 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 ("AOA") 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 convertible warrants 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 National Stock Exchange of India Limited (**“NSE”**), within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT, the Company hereby takes note of the certificate received from the Practicing Company Secretary certifying that the proposed issue of Convertible Warrants is being made in compliance with the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Director, Committee of the Board, or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, or expedient, including without limitation: issuing clarifications, resolving questions of doubt, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents (including the appointment of agencies, intermediaries, and advisors for the issue), filing requisite documents with the Registrar of Companies, Depositories, Stock Exchange, and other regulatory authorities, and to take such steps as may be incidental, consequential, or ancillary in this connection. The decision of the Board in this regard shall be final and conclusive.”

“RESOLVED FURTHER THAT, any Director and/ or the Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board, any Director(s), or Officer(s) of the Company, including the authority to make necessary filings with the Stock Exchange and other regulatory authorities, execution of documents, representation before governmental authorities, and appointment of Consultants, Professional Advisors, and Legal Advisors, for giving effect to the above resolution.”

“RESOLVED FURTHER THAT, all actions already taken by the Board in connection with any of the matters referred to in or contemplated by the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects, as if the same had been done with the authority of the Members.”

Registered Office:

2nd Floor, Block-J, Safal Mondeal Retail Park,
Nr. Iscon Mall, Nr Rajpath Club, S.G Highway,
Bodakdev, Ahmedabad, Gujarat, India, 380054.

Date: 10th December, 2025

Place: Ahmedabad

**By order of the Board of
For, Kody Technolab Limited**

**Sd/-
Manav Subhashchandra Patel
Managing Director
DIN: 07409757**

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 Friday, 9th January, 2026 at 03:00 P.M. (IST) 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, 12th December, 2025 ("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., Friday, 2nd January, 2026.
5. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra-Ordinary General Meeting ("EGM") 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 through 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 e-mail at info@kodytechnolab.com and/ or at evoting@nsdl.co.in, 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 ("EGM") 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 National Stock Exchange India Limited ("NSE") 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. The 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 Vasudev Bachani, Proprietor of M/s. Gaurav Bachani & Associates, Company Secretaries, Ahmedabad, 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.

The Results declared along with the Scrutinizer's Report shall be communicated to National Stock Exchange India of India Limited ("NSE") and be made available on its website at 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 Tuesday, 6th January, 2026 at 9:00 A.M. and ends on Thursday, 8th January, 2026 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. Friday, 2nd January, 2026, 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 Friday, 2nd January, 2026.

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	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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	<ol style="list-style-type: none"> 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.
4. 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.
5. 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***

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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**
7. 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.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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 Equity Share Capital of the Company from Rs. 14,50,00,000/- (Rupees Fourteen Crores Fifty Lakhs Only), divided into 1,45,00,000 (One Crore Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only), divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase in Authorised Equity 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 Equity Share Capital.

The Memorandum of Association of the Company is open for inspection of the members at the registered office of the Company during the normal business hours at any time upto the date of the Extra-Ordinary General Meeting and at the meeting.

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.

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.

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. equity shares on a preferential basis to the entity(ies) belong to "Non-Promoter" category.

The Board, at its meeting held on Wednesday, 10th December, 2025, subject to the approval of the Members and such other approvals as may be required, has approved raising of funds upto Rs. 35,00,25,000/- (Rupees Thirty-Five Crores and Twenty-Five Thousand Only) by way of issuance of upto 3,59,000 (Three Lakhs and Fifty-Nine Thousand) fully paid-up equity shares of the Company of face value of Rs. 10/- each, (**"Equity Shares"**) at a price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only {including securities premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only)}) per share, (**"Issue Price"**), for a cash consideration, to the proposed allottee(s) (as detailed in the resolution), each belonging to the "Non-Promoter" category, on a preferential basis (**"Preferential Issue"**).

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 Allottee(s).

The allottee(s) have confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI ICDR Regulations"**), to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for raising the funds by issuance of equity shares on a preferential basis in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

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

The Board, pursuant to its resolution dated Wednesday, 10th December, 2025, for raising of funds through a preferential issue, and after considering the report provided by the Registered Valuer Entity on the pricing of shares, has approved the same.

Accordingly, the Board has approved the issue of 3,59,000 (Three Lakhs Fifty-Nine Thousand) fully paid-up equity shares having a face value of Rs. 10/- (Rupees Ten Only), at an issue price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only {including a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only)}) per equity share, for consideration in cash. The said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, and the issue shall be made 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. Investment in Subsidiaries and Joint Ventures;
- b. Upto 25.00% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which shall include, inter-alia, meeting ongoing business exigencies and contingencies, corporate expenses, and/or any other purpose permissible under applicable laws, in such manner and proportion as may be decided by the Board from time to time (hereinafter referred to as “**General Corporate Purposes**”).

(Collectively referred to as the “**Objects**”)

Utilization of Issue Proceeds:

The proposed utilization of the Issue Proceeds for the above objects is as under:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Investment in Subsidiaries and Joint Ventures (Loan/ Equity)	26,50,25,000	Within 12 months from receipt of funds.
2.	General Corporate Purpose	8,50,00,000	
Total		35,00,25,000	

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 3,59,000 (Three Lakhs Fifty-Nine Thousand) fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only {including a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only)}) per equity share, the said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

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

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited. The equity shares of the Company are frequently traded in terms of the Regulation 164 of the SEBI ICDR Regulations.

Accordingly, the computation of the price per equity share has been determined as follow:

The floor price of Rs. 964.38/- per equity share has been determined in accordance with the pricing formula prescribed under SEBI ICDR Regulations for Preferential Issue, being higher of the following:

- a. The 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. 795.17/- per equity share;
- b. The 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. 964.38/- per equity share;

Further, in terms of Regulation 166A of SEBI ICDR Regulations, since the proposed preferential issue, exceeds five percent (5%) of the post-issue share capital of the Company, the price has also been determined based on the valuation report issued by a Registered Valuer Entity. Accordingly, the floor price of Rs. 964.38/- (Rupees Nine Hundred Sixty-Four and Thirty-Eight Paise Only) has been determined in line with the prescribed formula and the said valuation report.

The issue price has been fixed at Rs. 975/- (Rupees Nine Hundred Seventy-Five Only) per equity share, which is not less than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations.

The Valuation report dated Wednesday, 10th December, 2025, issued by the Registered Valuer Entity, shall remain available for inspection by the Members of the Company at the Registered Office during business hours on any working day between 11:00 A.M. and 5:00 P.M. upto the date of the EGM.

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

The price per equity share to be issued has been fixed at Rs. 975/- (Rupees Nine Hundred Seventy-Five Only), comprising a face value of Rs. 10/- (Rupees Ten Only) and a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only) per equity share.

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 issue price of the equity shares to be issued, is **Wednesday, 10th December, 2025**, being 30 days prior to the date of Extra-Ordinary General Meeting ("EGM").

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

The pre-issue shareholding pattern of the Company as on 30th September, 2025 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	93,07,552	73.01	1,03,95,552	68.50
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	93,07,552	73.01	1,03,95,552	68.50
2	Foreign				

A	Individuals (Non - Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	93,07,552	73.01	1,03,95,552	68.50
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Financial Institutions/ Banks	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	12,400	0.10	12,400	0.08
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Portfolio Investors	8,100	0.06	8,100	0.05
(g)	Foreign Institutional Investors	0	0.00	0	0.00
(h)	Foreign Venture Capital Investors	0	0.00	0	0.00
(i)	Any Other - Foreign Body Corporate	0	0.00	0	0.00
	Sub-Total (B)(1)	20,500	0.16	20,500	0.14
B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate	5,18,800	4.07	799700	5.27
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	18,96,308	14.88	22,23,608	14.65
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	6,78,000	5.32	11,70,300	7.71
(c)	Non Resident Indians (NRIs)	1,21,500	0.95	1,21,500	0.80
(d)	Any Other (specify)				
	- Clearing Member	0	0.00	0	0.00
	- Hindu Undivided Family	2,04,900	1.61	2,35,100	1.55
	- Limited Liability Partnership	0	0.00	2,05,200	1.35
	- Firms	0	0.00	4,000	0.03
	Sub-Total (B)(2)	34,19,508	26.83	47,59,408	31.36
(B)	Total Public Shareholding (B)= (B)(1) +(B)(2)	34,40,008	26.99	47,79,908	31.50
	TOTAL (A)+(B)	1,27,47,560	100.00	1,51,75,460	100.00
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	0	0.00	0	0.00
	Sub-Total (C):	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	1,27,47,560	100.00	1,51,75,460	100.00

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

Note:

1. The post-issue shareholding pattern in the above table has been prepared after allotment of 6,96,000 Equity Shares pursuant to conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants, and on the assumption that the Proposed Allottees will subscribe to and be allotted all the Equity Shares. In the event that, for any reason, the Proposed Allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table will undergo corresponding changes.
2. It has further been assumed that the 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.

8. Name and address of valuer who performed valuation:

Considering that the proposed allotment constitutes 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. 975/- (Rupees Nine Hundred Seventy-Five Only) per equity share, to the Proposed Allottees has been determined on the basis of the Valuation Report dated **Wednesday, 10th December, 2025**, issued by **M/s. Procurve Valux Private Limited**, Registered Valuer Entity, Ahmedabad, bearing Registration No. IBBI/RV-E/02/2025/218, in accordance with Regulation 166A of the SEBI (ICDR) Regulations (**"Valuation Report"**).

The Valuation Report shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day upto the date of the EGM and will also be available on the Company's website at https://cdn.kodytechnolab.com/wp-content/uploads/2025/12/egm-valuation-report.pdf?_gl=1*nasw1y*_gcl_au*MTkxMDU2NjU1OC4xNzY1ODAyMjc5*_ga*MjEyMDI5NTAwNC4xNzY1ODAyMjc5*_ga_PSPJHEX5D4*czE3NjYwNDk1NzEkbzYkZzEkdDE3NjYwNDk1OTlkajM5JGwwJGgw&ga=2.161682684.1133892603.1765802279-2120295004.1765802279

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

Upto Rs. 35,00,25,000/- (Rupees Thirty-Five Crores Twenty-Five Thousand Only).

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 proposed to be issued on a preferential basis, for a consideration in cash, at an issue price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only) per equity share, in accordance with Regulation 164 of SEBI ICDR Regulations, to the Proposed Allottees.

The equity shares to be issued shall rank pari-passu in all respect, including entitlement to dividend and voting rights, with the existing equity shares of the Company, from the date of allotment.

The issue does not involve any creation of charge on the assets of the Company; hence, the principal terms of assets charged as securities are not applicable.

The issue shall be completed within the timelines prescribed under the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013, as amended from time to time.

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

The proposed allotment, if approved, shall be made to the entities identified as the proposed allottee(s), falling under the "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 exclusively to the Proposed Allottees. None of the Promoters, Directors, or Key Managerial Personnel ("KMP") 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 shares 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 equity shares, provided that where the issue and allotment of the shares 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.

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 the Proposed Allottees	No. of Equity shares proposed to be issued	% of post preferential*
1.	Mekongriver Family Management LLP	1,02,600	0.68
2.	Madhav Solar Private Limited	1,02,500	0.68
3.	Park Global Metals Private Limited	51,300	0.34
4.	Aarvi Family Office LLP	51,300	0.34
5.	JB Family office LLP	51,300	0.34
Total		3,59,000	2.37

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

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 proposed issue and allotment of the equity shares under the Preferential Allotment.

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 proposed allotment of the equity shares shall be subject to lock-in requirements in accordance with the SEBI ICDR Regulations, as follow:

- **Promoter and Promoter Group Category:** 18 (Eighteen) months from the date of trading approval;
- **Public Category:** 6 (Six) months from the date of trading approval.

In addition to the above, the said equity shares, together with any further issuance of shares such as Bonus Shares arising therefrom in future, shall remain locked-in for such further period as may be mutually agreed upon by the Company and the Proposed Allottees.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottee(s) shall also be locked-in as per the provisions of the SEBI ICDR Regulations, i.e., from the Relevant date upto a period of 90 trading days from the date of trading approval.

19. Listing:

The Company shall make an application to the Stock Exchange on which its existing equity shares are listed, for the listing and trading approval of the equity shares proposed to be allotted pursuant to the preferential issue.

The Equity Shares, once allotted, shall rank pari-passu in all respects with the existing equity shares of the Company, including rights in respect of dividend, voting, and all other entitlements as may be applicable.

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 subscribing to 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.	Mekongriver Family Management LLP	Non-Promoter	Patel Niravkumar Navnitbhai	0	0.00	1,02,600	1,02,600	0.68
			Ravi Prahladbhai Patel					
2.	Madhav Solar Private Limited	Non-Promoter	Jaiprakash Laxmichand Bajaj	0	0.00	1,02,500	1,02,500	0.68
			Mandalia Kishor Pranjivandas					
3.	Park Global Metals Private Limited	Non-Promoter	Majithia Pravinchandra Dipchand	0	0.00	51,300	51,300	0.34
			Thakker Om Ashokkumar					
			Bhavsar Mitesh Dineshbhai					
4.	Aarvi Family Office LLP	Non-Promoter	Ravi Prahladbhai Patel	0	0.00	51,300	51,300	0.34
			Hetal Ravi Patel					
5.	JB Family office LLP	Non-Promoter	Vaishali Jignesh Shah	0	0.00	51,300	51,300	0.34
			Shah Jigneshkumar Babulal					
			Shah Khush					
			Shah Nand					

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

21. 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:

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 same as above point no. 20.

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.	Proposed Allottee subscribing to the Shares	No. of Shares to be allotted	*Post issue shareholding		Current Status	Proposed Status
			No. of Shares	% of Shareholding		
1.	Mekongriver Family Management LLP	102600	102600	0.68	Non-Promoter	Non-Promoter

2.	Madhav Solar Private Limited	102500	102500	0.68	Non-Promoter	Non-Promoter
3.	Park Global Metals Private Limited	51300	51300	0.34	Non-Promoter	Non-Promoter
4.	Aarvi Family Office LLP	51300	51300	0.34	Non-Promoter	Non-Promoter
5.	JB Family Office LLP	51300	51300	0.34	Non-Promoter	Non-Promoter

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

23. Practicing Company Secretary's Certificate:

A certificate issued by Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, confirming that the proposed issue of Equity Shares is in compliance with the provisions of the SEBI (ICDR) Regulations, will be available for inspection by the Members at the Extra-Ordinary General Meeting. The certificate is also accessible on the Company's website at https://cdn.kodytechnolab.com/wp-content/uploads/2025/12/egm-compliance-certificate.pdf?gl=1*6vkuop*gcl_au*MTkxMDU2NjU1OC4xNzY1ODAyMjc5*ga*MjEyMDI5NTAwNC4xNzY1ODAyMjc5*ga_PSPJHEX5D4*czE3NjYwNDk1NzEkbzYkZzEkdDE3NjYwNDk2MTgkajEzJGwwJGgw&ga=2.57114218.1133892603.1765802279-2120295004.1765802279

24. Undertaking:

- Neither the Company nor any of its Directors and/or Promoters has been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. Accordingly, the disclosures required under the Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable;
- Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- The Company is in compliance with the conditions for continuous listing and is eligible to make the present preferential issue under Chapter V of the SEBI (ICDR) Regulations;
- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days immediately preceding the Relevant Date;
- The Company shall re-compute the price of the securities to be allotted under the preferential allotment, if so required, in terms of the provisions of SEBI (ICDR) Regulations, including Regulation 166 thereof. In the event the amount payable on account of such re-computation is not paid within the prescribed time, the securities so allotted shall continue to remain under lock-in until such amount is paid.

Since the Company's equity shares have been listed on a recognized stock exchange for more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price or submit the undertaking specified under the applicable provisions of the SEBI (ICDR) Regulations.

The approval of the Members is sought to enable the Board to issue and allot equity shares on a preferential basis, to the extent and in the manner set out in the accompanying resolution and explanatory statement.

Except for the Proposed Allottees, none of the Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

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

Item No. 3:

In accordance with Section(s) 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"**) on a preferential basis to the person(s) and/ or entity(ies) belong to "Non - Promoter" category.

The Board, at its meeting held on Wednesday, 10th December, 2025, subject to the approval of the Members and such other approvals as may be required, has approved the proposed preferential issue of upto 6,76,900 (Six Lakhs Seventy-Six Thousand Nine Hundred) Convertible Warrants (**"Warrants"**) of Rs. 10/- 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/- (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. 975/- (Rupees Nine Hundred Seventy-Five Only {including a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only)}) per warrant (hereinafter referred to as the **"Warrant Issue Price"**), **aggregating to not exceeding Rs. 65,99,77,500/- (Rupees Sixty-Five Crores Ninety-Nine Lakhs Seventy-Seven Thousand Five Hundred Only)** to the Proposed Allottee(s) for a consideration in cash, (as detailed in the resolution), belonging to the "Non - Promoter" category, on a preferential basis (**"Preferential Issue"**).

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 Allottee(s).

The allottee(s) have confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI ICDR Regulations"**), to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

Accordingly, in terms of the Act and the SEBI (ICDR) Regulations, consent of the Members is being sought for raising the funds by issuance of Equity Shares on a preferential basis in the manner detailed hereafter.

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

The Board, pursuant to its resolution dated Wednesday, 10th December, 2025, for raising of funds through a preferential issue, and after considering the report provided by the Registered Valuer Entity on the pricing of shares, has approved the same.

Accordingly, the Board has approved the issue of 6,76,900 (Six Lakhs Seventy-Six Thousand Nine Hundred) Convertible Warrants at a price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only {including a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only)}) per warrant, for consideration in cash, to person(s) and/or entity(ies) belonging to "Non - Promoter" category. The said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, and the issue shall be made 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 the Working Capital requirements of the Company (hereinafter referred to as **"Working Capital requirements"**);
- b. Investment in Subsidiaries and Joint Ventures;
- c. Upto 25.00% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which shall include, inter-alia, meeting ongoing business exigencies and contingencies, corporate expenses, and/or any other purpose permissible under applicable laws, in such manner and proportion as may be decided by the Board from time to time (hereinafter

referred to as “General Corporate Purposes”).

(Collectively referred to as the “Objects”)

Utilization of Issue Proceeds:

Given that the funds to be received against conversion of warrants 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 (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	26,00,08,125	Within 12 months from receipt of funds for the Convertible Warrants. (as set out herein)
2.	Investment in Subsidiaries and Joint Ventures (Loan/ Equity)	23,49,75,000	
3.	General Corporate Purpose	16,49,94,375	
Total		65,99,77,500	

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 utilised 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).

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 6,76,900 (Six Lakhs Seventy-Six Thousand Nine Hundred) convertible warrants at a price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only {including a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only)}). The said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

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

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited. The equity shares of the Company are frequently traded in terms of the Regulation 164 of the SEBI (ICDR) Regulations.

Accordingly, the computation of the price per equity share has been determined as follow:

The Floor Price of Rs. 964.38/- each has been determined in accordance with the pricing formula prescribed under SEBI (ICDR) Regulations for Preferential Issue of convertible warrants, being higher of the following:

- The 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. 795.17/- per equity share;
- The 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. 964.38/- per equity share;

Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, since the proposed preferential issue, exceeds five percent (5%) of the post-issue share capital of the Company, the price has also been determined based on the valuation report issued by a Registered Valuer Entity. Accordingly, the floor price of Rs. 964.38/- (Rupees Nine Hundred Sixty-Four and Thirty-Eight Paise Only) has been determined in line with the prescribed formula and the said valuation report.

The issue price has been fixed at Rs. 975/- (Rupees Nine Hundred Seventy-Five Only) each, which is not less than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations.

The Valuation report dated Wednesday, 10th December, 2025, issued by the Registered Valuer Entity, shall remain available for inspection by the Members of the Company at the Registered Office during business hours on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the EGM.

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

The price per warrant to be issued has been fixed at Rs. 975/- (Rupees Nine Hundred Seventy-Five Only) each, comprising a face value of Rs. 10/- (Rupees Ten Only) each and a premium of Rs. 965/- (Rupees Nine Hundred Sixty-Five Only) each.

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 issue price for convertible warrants to be issued, is **Wednesday, 10th December, 2025**, being 30 days prior to the date of Extra-Ordinary General Meeting (“EGM”).

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

The pre-issue shareholding pattern of the Company as on 30th September, 2025 and the post-issue shareholding pattern (considering full allotment of equity 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	93,07,552	73.01	1,03,95,552	68.50
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	93,07,552	73.01	1,03,95,552	68.50
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	93,07,552	73.01	1,03,95,552	68.50
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Financial Institutions/ Banks	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	12,400	0.10	12,400	0.08
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Portfolio Investors	8,100	0.06	8,100	0.05
(g)	Foreign Institutional Investors	0	0.00	0	0.00
(h)	Foreign Venture Capital Investors	0	0.00	0	0.00
(i)	Any Other - Foreign Body Corporate	0	0.00	0	0.00
	Sub-Total (B)(1)	20,500	0.16	20,500	0.14

B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate	5,18,800	4.07	799700	5.27
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	18,96,308	14.88	22,23,608	14.65
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	6,78,000	5.32	11,70,300	7.71
(c)	Non Resident Indians (NRIs)	1,21,500	0.95	1,21,500	0.80
(d)	Any Other (specify)				
	- Clearing Member	0	0.00	0	0.00
	- Hindu Undivided Family	2,04,900	1.61	2,35,100	1.55
	- Limited Liability Partnership	0	0.00	2,05,200	1.35
	- Firms	0	0.00	4,000	0.03
	Sub-Total (B)(2)	34,19,508	26.83	47,59,408	31.36
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	34,40,008	26.99	47,79,908	31.50
	TOTAL (A)+(B)	1,27,47,560	100.00	1,51,75,460	100.00
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	0	0.00	0	0.00
	Sub-Total (C):	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	1,27,47,560	100.00	1,51,75,460	100.00

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

Note:

1. The post-issue shareholding pattern in the above table has been prepared after allotment of 6,96,000 Equity Shares pursuant to conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants, and on the assumption that the Proposed Allottees will subscribe to and be allotted all the Equity Shares pursuant to conversion of warrants. In the event that, for any reason, the Proposed Allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares pursuant to the conversion of warrants, the shareholding pattern in the above table will undergo corresponding changes.
2. It has further been assumed that the 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.

8. Name and address of valuer who performed valuation:

Considering that the proposed allotment constitutes 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. 975/- (Rupees Nine Hundred Seventy-Five Only) per warrant, or equity shares to be issued and allotted consequent to conversion of warrants into Equity shares, to the proposed allottees has been determined on the basis of the Valuation Report dated **Wednesday, 10th December, 2025**, issued by M/s. Procurve Valux Private Limited, Registered Valuer Entity, Ahmedabad, bearing Registration No. IBBI/RV-E/02/2025/218, in accordance with Regulation 166A of the SEBI (ICDR) Regulations ("**Valuation Report**").

The Valuation Report shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the EGM and will also be available on the Company's website at https://cdn.kodytechnolab.com/wp-content/uploads/2025/12/egm-valuation-report.pdf?_gl=1*nasw1y*_gcl_au*MTkxMDU2NjU1OC4xNzY1ODAyMjc5*_ga*MjEyMDI5NTAwNC4xNzY1ODAyMjc5*_ga_PSPJHEX5D4*czE3NjYwNDk1NzEkbzYkZzEkdDE3NjYwNDk1OTIkajM5JGwwJGgw&ga=2.161682684.1133892603.1765802279-2120295004.1765802279

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

Upto Rs. 65,99,77,500/- (Rupees Sixty-Five Crores Ninety-Nine Lakhs Seventy-Seven Thousand Five Hundred Only).

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.

Convertible Warrants and Equity Shares to be issued and allotted consequent to conversion of warrants into equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 975/- (Rupees Nine Hundred Seventy-Five Only) per share in accordance with Regulation 164 of SEBI (ICDR) Regulations to the Proposed Allottees.

The equity shares being issued and allotted consequent to conversion of warrants into equity shares shall be pari-passu with the existing equity shares of the Company.

The issue does not involve any creation of charge on the assets of the Company; hence, the principal terms of assets charged as securities are not applicable.

The issue shall be completed within the timelines prescribed under the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013, as amended from time to time.

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

The proposed allotment, if approved, shall be made to the persons/ entities identified as the proposed allottee(s), falling under the "Non - Promoter" category of the Company.

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

The convertible warrants shall be offered exclusively to the Proposed Allottees. None of the Promoters, Directors, or Key Managerial Personnel ("KMP") of the Company intends to subscribe to any of the convertible warrants 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 convertible 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, however, that where the such allotment of 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(s) to convert the warrants within a period of 18 months from the date of allotment, the equity shares arising from such conversion, shall be allotted within a period of fifteen (15) days from the date of such option, in compliance with provisions of Regulation 162(2) of SEBI (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.	Nishid Babulal Shah	2,66,700	2.25
2.	Nikhita Nishid Shah	1,23,100	1.00
3.	Ambika Fincap Consultants Private Limited	1,23,100	0.85
4.	Chiragkumar Bharatbhai Patel	1,02,500	0.68
5.	Parva Minesh Soni	51,300	0.69

6.	Malav Prakashkumar Shah HUF	10,200	0.11
Total		6,76,900	5.57

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

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 proposed issue and allotment of convertible warrants and the equity shares issued upon their conversion.

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 proposed allotment of the equity shares to be issued and allotted pursuant to conversion of warrants, shall be subject to a lock-in as per the requirements in accordance with the SEBI (ICDR) Regulations.

However, in addition to the lock-in period prescribed under SEBI (ICDR) Regulations, the said equity shares pursuant to the issued and allotted conversion of warrants, 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.

In case of convertible securities or warrants which are not listed on stock exchanges, 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 upto a period of 90 trading days from the date of allotment of such securities.

19. Listing:

The Company shall make an application to the Stock Exchange on which its existing equity shares are listed, for listing and trading approval of the equity shares proposed to be issued and allotted pursuant to the conversion of aforementioned warrants.

The equity shares to be issued and allotted pursuant to conversion of warrants, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects including rights in respect of dividend, voting, and all other entitlements as may be applicable.

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 subscribing to 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.	Nishid Babulal Shah	Non - Promoter	N.A.	74800	0.52	266700	341500	2.25
2.	Nikhita Nishid Shah	Non - Promoter	N.A.	28400	0.20	123100	151500	1.00

3.	Ambika Fincap Consultants Private Limited	Non Promoter	- Nishid Babulal Shah Nikhita Nishid Shah	5400	0.04	123100	128500	0.85
4.	Chiragkumar Bharatbhai Patel	Non Promoter	- N.A.	0	0.00	102500	102500	0.68
5.	Parva Minesh Soni	Non Promoter	- N.A.	53700	0.37	51300	105000	0.69
6.	Malav Prakashkumar Shah HUF	Non Promoter	- Malav Prakashkumar Shah	6400	0.04	10200	16600	0.11

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

21. 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:

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 same as above point no. 20.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of convertible warrants and the equity shares issued upon their conversion.

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.	Nishid Babulal Shah	266700	2.25	Non-Promoter	Non-Promoter
2.	Nikhita Nishid Shah	123100	1.00	Non-Promoter	Non-Promoter
3.	Ambika Fincap Consultants Private Limited	123100	0.85	Non-Promoter	Non-Promoter
4.	Chiragkumar Bharatbhai Patel	102500	0.68	Non-Promoter	Non-Promoter
5.	Parva Minesh Soni	51300	0.69	Non-Promoter	Non-Promoter
6.	Malav Prakashkumar Shah HUF	10200	0.11	Non-Promoter	Non-Promoter
Total		676900	5.57		

**Considered after the allotment of 6,96,000 Equity Shares pursuant to the conversion of Warrants, 6,96,000 Bonus Shares on such Warrants, 3,59,000 Equity Shares, and 6,76,900 Convertible Warrants.*

23. Practicing Company Secretary's Certificate:

A certificate issued by Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, confirming that the proposed issue of Convertible Warrants is in compliance with the provisions of the SEBI (ICDR) Regulations, will be available for inspection by the Members at the Extra-Ordinary General Meeting. The certificate is also accessible on the Company's website at https://cdn.kodytechnolab.com/wp-content/uploads/2025/12/egm-compliance-certificate.pdf?_gl=1*6vkuop*_gcl_au*MTkxMDU2NjU1OC4xNzY1ODAyMjc5*_ga*MjEyMDI5NTAwNC4xNzY1ODAyMjc5*_ga_PSPJHEX5D4*czE3NjYwNDk1NzEkbzYkZzEkdDE3NjYwNDk2MTgkajEzJGwwJGgw&_ga=2.57114218.1133892603.1765802279-2120295004.1765802279

24. Undertaking:

- 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. Accordingly, the disclosures required under the Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable;

- b. Neither the Company nor any of its Directors and/or Promoters is 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 present 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 securities to be allotted under the preferential allotment, if so required, in terms of the provisions of SEBI (ICDR) Regulations, including Regulation 166 thereof. In the event of the amount payable on account of such re-computation is not paid within the prescribed time, the securities so allotted shall continue to remain under lock-in until 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 have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price or submit the undertaking specified under the applicable provisions of the SEBI (ICDR) Regulations.

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

Except for the Proposed Allottees, none of the Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends passing of the Special Resolution set out in Item No. 3 of this Notice, for approval of the Members.

Registered Office:

2nd Floor, Block-J, Safal Mondeal Retail Park,
Nr. Iscon Mall, Nr Rajpath Club, S.G Highway,
Bodakdev, Ahmedabad, Gujarat, India, 380054.

Date: 10th December, 2025

Place: Ahmedabad

**By order of the Board of
For, Kody Technolab Limited**

**Sd/-
Manav Subhashchandra Patel
Managing Director
DIN: 07409757**