KOIYA INTERNATIONAL LIMITED

(Formerly Known as Popees Cares Limited)

CIN- L17120TN1994PLC029226

Registered Office- No. 5, Damodaran Street, First Floor, Back side of Sindhi CBSE Model School, Kellys, Chennai-600 010

Phone- +91 9223400434, Email- koiyainternational@gmail.com ,

Website- www.koiyainternational.com

Date: 7th September, 2026

To,
Department of Corporate Services.
BSE Limited
Phirozee Jeejeeboy Towers, Dalal Street, Fort,
Mumbai – 400001

Scrip Code: BSE - 530565; ISIN: INE149B01015

Subject: Submission of Notice of 32nd Annual General Meeting (AGM) for FY 2025-26 to be held on Wednesday, 30th September 2026

Dear Sir/Ma'am,

The thirty second (32nd) Annual General Meeting ("AGM") of the members of the Company will be held on **Wednesday, 30th day of September, 2026 at 02.00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") which does not require physical presence of Members at a common venue. The copy of the notice of the 32nd AGM dated August 11, 2026 is being is enclosed herewith.

The Company has engaged Central Depository Services (India) Limited ('CDSL") for providing e-voting services and VC/OAVM facility for this AGM.

Details of e-voting are as follows:

The **Cut-Off** Date will be Friday**, 23rd September, 2026**;

The **Closure of Register of Members and Share Transfer Books** will be from **Saturday, 24th September 2026 to Friday, 30th September 2026** (Both days inclusive)

The e-Voting period will commence from **Sunday, 27th September, 2026 at 9.00 A.M (IST)** and will end on **Tuesday, 29th September, 2026 at 5.00 P.M (IST).**

This is for your information and records.

Thanking You.

Yours Faithfully,

For Koiya International Limited

LINTA P JOSE
Digitally signed by LINTA P JOSE
Date: 2026.09.07 17:25:08 +05'30'

Linta Purayidathil Jose
Whole-time director
DIN: 06413031

NOTICE OF THE ANNUAL GENERAL MEETING (AGM) TO THE SHAREHOLDERS

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Shareholders of Koiya International Limited (Formerly known as Popees Cares Limited) will be held on Wednesday, September 30, 2026 at 02:00 p.m. (IST) through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following businesses :

<u>ORDINARY BUSINESSES :</u>

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Report of the Board of Directors and Auditors thereon.**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. **To appoint a Director in place of Mrs. Linta Purayidathil Jose (DIN: 06413031) who retires by rotation and being eligible offers herself for re-appointment:**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mrs. Linta Purayidathil Jose,Wholetime-Executive Director, to the extent that she is required to retire by rotation and to continue as the Director of the Company."

<u>SPECIAL BUSINESSES :</u>

3. **Regularise/Appoint Mrs. Kattakota Satyabati Devi (DIN: 11586438) as Director of the Company** :

   To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mrs. Kattakota Satyabati Devi (DIN: 11586438), who was appointed as an Additional Director of the Company with effect from

August 11, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying her intention to propose the candidature of Mrs. Kattakota Satyabati Devi (DIN : 11586438), for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution;

RESOLVED FURTHER THAT Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.**”**

4. **Appointment of Mrs. Kattakota Satyabati Devi (DIN: 11586438) as Managing Director of the Company and fixing her Remuneration :**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Kattakota Satyabati Devi (DIN : 11586438) as Managing Director of the Company for a period of 3 (Three) years effective from August 11, 2026 till August 10, 2029, on such terms and remuneration as set out in this resolution and explanatory statement annexed to the notice;

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mrs. Kattakota Satyabati Devi (DIN : 11586438) during her term of appointment ;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mrs. Kattakota Satyabati Devi (DIN : 11586438), as Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

RESOLVED FURTHER THAT Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.**"**

5. **To Regularise/Appoint Mr. Arunraj Charivukalayil Baburaj (DIN: 11735448) as Director (Non Executive- Non Independent) of the Company :**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Arunraj Charivukalayil Baburaj (DIN: 11735448), who was appointed as an Additional Director of the Company with effect from May 29, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Arunraj Charivukalayil Baburaj (DIN: 11735448), for the office of Director, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution;

RESOLVED FURTHER THAT Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.**"**

6. **Modification of Para 10.3 of the Scheme of Reduction of Share Capital relating to Shareholding Pattern :**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 66 of Companies Act, 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, and such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to modify Para 10.3 of the Scheme of Reduction of Share Capital approved by the Members of the Company at their 31st Annual General Meeting held on 16th September, 2025, relating to the Shareholding Pattern of the Company , in view of the changes in the shareholding of the Promoters due to partial sale of shares during the pendency of the proceedings before the Hon'ble NCLT.

RESOLVED FURTHER THAT the revised Shareholding Pattern forming part of Para 10.3 of the Scheme of Reduction of Share Capital shall be read as under :

Category	**Particulars**	**Prior to the Scheme of Arrangement**		**Post reduction under Scheme**	
		No. of Shares	**% to Total**	**No. of Shares**	**% to Total**
(A)	Promoters & Promoter Group	**8,45,158**	**13.98**	**8,418**	**13.98**
(B)	Public	**51,99,092**	**86.02**	**51,800**	**86.02**
(C)	Shares Underlying DRS.	**-**	**-**	**-**	**-**
(D)	Shares held by the employee trust	**-**	**-**	**-**	**-**
	TOTAL	**60,44,250**	**100**	**60,218**	**100**

RESOLVED FURTHER THAT except for the aforesaid modification to Para 10.3 relating to the Shareholding Pattern, all other terms, conditions, provisions and clauses of the Scheme of

Reduction of Share Capital as approved by the Members at the 31st Annual General Meeting held on 16th September, 2025 shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, in continuation of the authority granted by the Members at the 31st Annual General Meeting held on 16th September, 2025, to take all such steps, actions and proceedings as may be necessary or expedient for giving effect to the aforesaid modification in the Scheme of Reduction of Share Capital, including placing the revised Shareholding Pattern and the relevant facts before the Hon'ble NCLT, Chennai Bench, and to make such modifications, amendments, submissions or filings as may be required by the Hon'ble NCLT, Registrar of Companies, stock exchange(s), regulatory authorities or any other statutory authority.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, applications, petitions, affidavits, undertakings and writings as may be necessary, desirable or expedient for giving effect to this resolution."

By Order of Board of Directors,
For Koiya International Limited
Sd/-
Linta Purayidathil Jose
Whole-time Director
DIN: 06413031

Date: September 04, 2026
Place: Chennai

NOTES:

1. Ministry of Corporate Affairs ("MCA") *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

   In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 32nd AGM of the Company is being held virtually.

   The Notice convening this AGM along with the Integrated Annual Report for FY 25-26 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY 2025-2026 will also be available on the Company's website www.koiyainternational.com , website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com . The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members *viz.* manner of registering e-mail Id., Cut-off date for e-voting, etc.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the AGM of the Company is being held through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

3. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the 32nd AGM along with the Annual Report for the Financial Year ended March 31, 2026, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2025-26 and the Notice convening the AGM are also available on the Company's website www.koiyainternational.com , websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the

members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

5. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to customerservices@lsa-india.com with a copy marked to helpdesk.evoting@cdslindia.com .

6. The Members can join the 32nd AGM 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 AGM 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 32nd AGM without restriction on account of first come first served basis.

7. The attendance of the Members attending the 32nd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 04th September, 2026, have been considered for the purpose of sending the Notice of 32nd AGM and the Annual Report.

9. 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) Regulations2015 (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 32nd AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 e-voting on the date of the AGM will be provided by CDSL.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 32nd AGM through remote e-voting.

11. Register of Members and Transfer Books of the Company will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both dates inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015

12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent M/s. MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.com for assistance in this regard.

13. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s. MUFG Intime India Private Limited.

15. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to. M/s MUFG Intime India Private Limited; in case the shares are held by them in physical form.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s MUFG Intime India Private Limited for shares held in physical form, with relevant documents that may be required.

17. **REMOTE E-VOTING**: The remote E-voting period will be available during the following period:
    - **Day, Date and Time of commencement of remote e-Voting:** Sunday, 27th September, 2026 at 09:00 A.M. (IST)
    - **Day, Date and Time of end of remote e-Voting:** Tuesday, 29th September, 2026 at 05:00 P.M. (IST)

18. The Company has fixed Wednesday, 23rd September, 2026 as the "Cut-off date" for identifying the Members who shall be eligible for participation in the 32nd AGM through VC/ OAVM facility and voting either through remote e-Voting or through e-Voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be entitled to attend the AGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this AGM for information purposes only.

19. The Board of Directors have appointed M/s. Lakshmmi Subramanian & Associates Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.koiyainternational.com and CDSL website. The results shall simultaneously be communicated to the BSE Limited

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Sunday, 27th September, 2026 at 09:00 A.M. (IST) and ends on Tuesday, 29th September, 2026 at 05:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**

Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** 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) login through their **Depository**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider

Participants (DP)	website 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. CDSL and NSDL

Login type	**Helpdesk details**
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 toll free no. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the **EVSN : 260901082** for the relevant **"KOIYA INTERNATIONAL LIMITED"** on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; koiyainternational@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 32ND AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 32ND AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 32ND AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at koiyainternational@gmail.com .The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at koiyainternational@gmail.com .These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. In case For Physical shareholders- please provide necessary details like 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 koiyainternational@gmail.com / .

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By Order of Board of Directors,
For Koiya International Limited
Sd/-
Linta Purayidathil Jose
Whole-time Director
DIN: 06413031

Date: September 04, 2026
Place: Chennai

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Item no. 3 & 4: Regularization/Appointment of Mrs. Kattakota Satyabati Devi (DIN: 11586438) Managing Director (i.e., from Additional Director to Director, and then from Director to Managing Director) of the company and fixing her remuneration:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mrs. Kattakota Satyabati Devi (DIN : 11586438) in the meeting held on August 11, 2026 with effect from August 11, 2026. The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of her eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board her appointment from Additional Director to Director by way of regularization and Approval of her position as the Managing Director of the Company with effect from August 11, 2026 for three years.

The Company had received consent letter from Mrs. Kattakota Satyabati Devi (DIN : 11586438) to act as a Director/Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

Broad particulars of the Terms of Appointment of and Remuneration payable to Mrs. Kattakota Satyabati Devi (DIN : 11586438)

Tenure of appointment — 3 years w.e.f. August 11, 2026 to August 10, 2029.

a. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

b. The remuneration: upto Rs. 60,000/- per annum
The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy. Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

c. Other benefits as per company policy and Schedule V of the Companies Act, 2013.
Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.

d. Travelling allowances including insurance for business trips as per Company's Policy. The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

e. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Managing Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

i. General Information

Nature of Industries	Remarks
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

ii. Information of appointee, Mrs. Kattakota Satyabati Devi (DIN : 11586438)/ Brief Profile of Mrs. Kattakota Satyabati Devi {Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	**Details**
Name	Mrs. Kattakota Satyabati Devi
DIN	11586438
Age	54 Years
DOB	11/07/1972
Qualification	Bachelor Degree
Experience / Job Profile /Suitability	She has experience in management field
Terms and Conditions of appointment	Managing Director for a period of 3 years. i.e, 11th August 2026 to 10th August 2029.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	Upto Rs. 60,000/- Per Annum
Past Remuneration	N.A.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	11th August, 2026
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	No relationship with Directors or KMP of the company
Shareholding in the Company (as on the date of AGM Notice)	Nil
Directorships of other Board	1. Oxford Industries Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	Nil
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act. The Remuneration is payable as per mutual

	Consent between Board and Mrs. Kattakota Satyabati Devi.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	There is no Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.
Recognition or awards	Nil

iii. <u>Other Information</u>

Description	**Details**
Reasons of loss or inadequate profits	Loss or inadequate profits due to bad market condition. Hence, Now the company is expecting good revenue in near future.
Steps taken or proposed to be taken for improvement.	The company is trying to reduce all expenses to improve the profitability
Expected increase in productivity and profits in measurable terms	Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

The above may be treated as a written memorandum setting out the terms of appointment of Mrs. Kattakota Satyabati Devi (DIN: 11586438) under Section 190 of the Act.

Mrs. Kattakota Satyabati Devi (DIN : 11586438) satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mrs. Kattakota Satyabati Devi (DIN: 11586438) are as stated below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mrs. Kattakota Satyabati Devi (DIN: 11586438) is interested in the resolution set out at Item No. 3 & 4 of the Notice.

The relatives of Mrs. Kattakota Satyabati Devi (DIN : 11586438) may be deemed to be interested in the resolution set out at Item No. 3 & 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except stated above, **None** of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution It is proposed to seek members' approval for appointment of and remuneration payable to Mrs. Kattakota Satyabati Devi (DIN: 11586438) as a Managing Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors recommends the Ordinary and Special Resolution respectively set out at Item No. 3 & 4 of the Notice for approval of the members.

Item No. 5: To Regularise/Appoint Mr. Arunraj Charivukalayil Baburaj (DIN: 11735448) as Director (Non Executive- Non Independent) of the Company :

The Board of Directors of the Company, at its meeting held on 29th May, 2026, appointed Mr. Arunraj Charivukalayil Baburaj (DIN: 11735448) as an Additional Director of the Company, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

Pursuant to Section 161(1) of the Act, Mr. Arunraj Charivukalayil Baburaj holds office as an Additional Director only up to the date of this Annual General Meeting ("AGM"). The Company has received a notice in writing from a Member under Section 160 of the Act, along with the requisite deposit, signifying the Member's intention to propose the candidature of Mr. Arunraj Charivukalayil Baburaj for the office of Director of the Company.

Mr. Arunraj Charivukalayil Baburaj is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. He has also confirmed that he is not debarred from holding the office of director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other regulatory authority.

The Board is of the view that the Company will benefit from Mr. Arunraj Charivukalayil Baburaj experience and expertise.

Accordingly, the Board considers it desirable and in the best interest of the Company to regularise the appointment of Mr. Arunraj Charivukalayil Baburaj as Director of the Company.

Details regarding his profile, specific areas of expertise, and other disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings are provided in the "Annexure" to this Notice.

Except Mr. Arunraj Charivukalayil Baburaj (being the appointee) and his relatives, to the extent of his/their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

ANNEXURE TO NOTICE – Regulation 36(3) Disclosure

(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings)

Details of Director seeking Appointment/Regularisation at the Annual General Meeting

Name of the Director	Mr. Arunraj Charivukalayil Baburaj
Designation	Non-Executive, Non-Independent Director
DIN	11735448
Date of Birth	12/05/1992
Date of Original Appointment	29th May, 2026
Educational Qualifications	BSc Chemistry
Experience / Job Profile /Suitability	Mr. Arunraj Charivukalayil Baburaj has more than 5 years experience in Textile Industry. He possesses strong expertise in production coordination, quality control, and operational management. He has been actively involved in streamlining manufacturing processes and ensuring efficient execution of day-to-day business operations.
No. of Meetings of the Board attended during the year	2
Shareholding in the Company	Nil
List of Directorship of other Boards (excluding foreign companies)	Nil
Membership/Chairmanship of Committees of other Boards of Listed Companies	Nil
Listed entities from which the person has resigned in the past three years	N.A.

Disclosure of relationships between directors inter-se	No relationships between directors inter-se
Terms and conditions of appointment	As per mutual Consent between Board and Mr. Arunraj Charivukalayil Baburaj
Justification for choosing the appointees for appointment as Independent Directors	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Leadership skills

Item No. 6 : Modification of Para 10.3 of the Scheme of Reduction of Share Capital relating to Shareholding Pattern :

The Members of the Company, at their 31st Annual General Meeting held on 16th September, 2025, had approved the Scheme of Reduction of Share Capital of the Company, including the provisions contained in Para 10.3 relating to the Shareholding Pattern.

During the pendency of the proceedings relating to the Reduction of Share Capital before the Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, there has been a change in the shareholding of the Promoters. The Promoter sold 4,66,743 Equity Shares in order to meet their financial contingency and financial obligations pertaining to bank loans.

Consequently, the Shareholding Pattern stated in Para 10.3 of the Scheme of Reduction requires modification to reflect the revised shareholding position of the Company.

The Board pursuant to its authorization as per AGM dated 30th September, 2026 will be carrying out the changes in the scheme and will place the same in due course of hearing before NCLT.

The Board of Directors, in its meeting held on 6th June, 2025, had previously approved Scheme of Reduction but now Board has taken note of the changes in the Scheme to the extent of the Shareholding Pattern and proposed that the revised position be placed before the Members and thereafter before the Hon'ble NCLT, Chennai Bench, for its consideration. The modification is restricted only to the Shareholding Pattern and all other terms and conditions of the Scheme of Reduction remain unchanged.

Accordingly, after considering the revised shareholding figures, the proposed Shareholding Pattern under Para 10.3 of the Scheme is as follows:

Category	Particulars	Prior to the Scheme of Arrangement		Post reduction under Scheme	
		No. of Shares	**% to Total**	**No. of Shares**	**% to Total**
(A)	Promoters & Promoter Group	**8,45,158**	**13.98**	**8,418**	**13.98**
(B)	Public	**51,99,092**	**86.02**	**51,800**	**86.02**
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	**60,44,250**	**100**	**60,218**	**100**

The proposed modification is therefore intended to align the Shareholding Pattern contained in the Scheme with the revised shareholding position of the Company and to enable the Company to place the updated Scheme before the Hon'ble NCLT, Chennai Bench.

Except for the aforesaid modification to Para 10.3 relating to the Shareholding Pattern, there is no change proposed in the other terms and conditions of the Scheme of Reduction of Share Capital.

For members information company by its letter dated 14th July, 2026 informed Regional Director for its query dated 3rd July 2026 by way of clarification:

(i) That as per Para (M) and 13.1 of the petition, the accumulated loss of the company shows Rs. 9,05,32,820/- and to set of the above, said accumulated loss, the company proposed for reduction of Paid-up capital from Rs. 6,04,42,500 to Rs. 6,02,180, Share Premium of Rs. 3,04,42,500, General Reserve to the amount of Rs. 2,50,000. However, as per the Scheme of Reduction of capital attached along with Petition, extract of Minutes and copy of Special Resolution, the accumulated loss of the company shows Rs. 6,69,03,331 only and present reduction of capital is only proposed for paid up capital and not with respect to share premium of Rs. 3,04,42,500, General Reserve to the amount of Rs. 2,50,000/-.

Company's Reply:

a) Details of Accumulated Losses:

Year	Descriptions	Amount (Rs.)
FY 2021-22	Accumulated Losses as per the Audited Accounts of the Company for FY 21-22	(6,63,12,081)

FY 2022-23	Accumulated Losses as per the Audited Accounts of the Company for FY 22-23	(6,77,37,269)
FY 2023-24	Accumulated Losses as per the Audited Accounts of the Company for FY 23-24	(6,89,47,416)
FY 2024-25	Accumulated Loses as per the Audited Accounts of the Company for FY 24-25	(9,34,11,786)

b) The Capital Structure of the Company for past 4 years with various reserves:

Year	Paid up Capital including Partly paid up capital	General Reserve	Securities Premium	Earlier Years Retained Earnings	Retained Earnings of the Year	Total Networth
2020-21	6,04,39,500	2,50,000	3,04,42,500	(6,53,06,774)	(10,05,307)	2,48,16,919
2021-22	6,04,39,500	2,50,000	3,04,42,500	(6,63,12,081)	(14,25,188)	2,33,91,731
2022-23	6,04,39,500	2,50,000	3,04,42,500	(6,77,37,269)	(12,09,847)	2,21,81,584
2023-24	6,04,39,500	2,50,000	3,04,42,500	(6,89,47,416)	(2,44,64,670)	(22,83,086)
2024-25	6,04,42,500	2,50,000	3,04,42,500	(9,34,11,786)	(41,84,046)	(60,64,832)

c) The Net worth of the Company as on 31st March 2025 :

Net worth as on 31st March 2025	**Rs.**
Fully Paid up:60,21,800 Equity Shares of Rupees 10/- each	6,02,18,000
Add: Partly paid up : 44,900 Equity shares of Rs. 5/- each	2,24,500
Add: Securities Premium	3,04,42,500
Add: General Reserve	2,50,000
Total A:	**9,11,35,000**
Accumulated Losses B:	**(9,75,95,832)**
Net worth A – B	**(60,64,832)**

d) Capital Reduction: The proposed Reduction of the Capital is as under:

Particulars	**(Amount in Rs.)**		
	As on 31st March 2025 (Rs.) (A)	**Proposed Utilization of losses for reduction of capital (Rs.) (B)**	**Balance capital post Capital Reduction C = A-B (Rs.)**
Fully Paid-Up capital (Equity shares) consists of 60,21,800 equity shares of face value of Rs. 10/- each	6,02,18,000	5,96,15,820	6,02,180
Partly paid up capital 44,900 equity shares (Rs. 5 calls in arrears)#	2,24,500	2,24,500	NIL

the whole partly paid up capital consist of 44,900 equity shares will be reduced from the capital of the company.

Post Reduction of capital the paid up capital of the Company will consist of 60218 fully paid up equity shares of face value of Rs. 10/- each aggregating to Rs. 6,02,180/- (Rupees Six Lacs Two Thousand One Hundred and Eighty only).

The Board proposes to reduce the share capital of the company by Rs. 5,96,15,820/- which amount to 99 % reduction of capital of the Company.

Accordingly, the Subscribed and Fully Paid up Share Capital of the Company shall stand reduced from Rs. 6,02,18,000/- (Rupees Six Crores Two Lacs Eighteen Thousand Only) consisting of 60,21,800- (Sixty Lacs Twenty One Thousand Eight Hundred Only) fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only), to Rs. 6,02,180 (Rupees Six Lakhs Two Thousand One Hundred and Eighty only) divided into 60,218 (Sixty Thousand Two Hundred Eighty) Equity Shares of Rs. 10/- (Ten only) each and the partly paid up 44,900 shares extinguished fully;

Post reduction of capital of the Company, the subscribed and paid of capital of the company will be of Rs. 6,02,180/- (Rupees Six Lakhs Two Thousand and One Hundred and Eighty only) divided into 60,218 (Sixty Thousand Two Hundred Eighty) Equity Shares of Rs. 10/- (Ten only) each.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 6 for approval of the Members.

By Order of Board of Directors,
For Koiya International Limited

Sd/-
Linta Purayidathil Jose
Whole-time Director
DIN: 06413031

Date: September 04, 2026
Place: Chennai

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mrs. Linta Purayidathil Jose
DIN	06413031
Date of Birth	16th May 1983
Age	42
Day of first appointment on the Board	09/11/2023
Qualification	BA Economics
Experience / Job Profile /Suitability	Mrs. Linta Purayidathil Jose has more than 20 Years of experience in the field of Manufacturing of textile and garments including Administration
No. of Meetings of the Board attended during the year	Attended all 6 Board meetings held during the year
List of Directorship of other Boards (excluding foreign companies)	• Popees Fashions India Private Limited • Seataal Properties Private Limited • Esthana Designs (OPC) Private Limited • Pomees Fashions Private Limited • Ourkids Media Private Limited • Popees Baby Care Products Limited • Popees Baby Care India Limited
The Listed entity from which Director has resigned in last three years	Nil
No. of Equity shares held in the Company (Including Shareholding as a beneficial owner) (As on March 31, 2026).	3,27,975 Equity Shares
Terms and Conditions of re-appointment	As per mutual Consent between Board and Linta Purayidathil Jose

Inter-se relationship with other Directors and Key Managerial Personnel	No relationship with Other Directors
Justification for choosing the appointees for appointment as Independent Directors	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Management skills

By Order of Board of Directors,
For Koiya International Limited

Sd/-
Linta Purayidathil Jose
Whole-time Director
DIN: 06413031

Date: September 04, 2026
Place: Chennai