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

BSE Scrip Code: 530565

Sub: Annual Report for the Financial Year 2025-2026.

Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Please find enclosed Annual Report of the Company for the Financial Year 2025-2026 along with the Notice of 32nd Annual General Meeting (AGM) scheduled to be held on Wednesday, 30th September 2026 at 02:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). The AGM will be held without the physical presence of the Members at a common venue.

Further, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Notice of the 32nd AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants.

The Notice of 32nd AGM of the Company along with Annual Report is also available on the website of the Company.

Kindly take the same on your records.

Thanking You.

Yours Faithfully,

For Koiya International Limited

LINTA P JOSE
Digitally signed by LINTA P JOSE
Date: 2026.09.07 17:25:56 +05'30'

Linta Purayidathil Jose
Whole-time director
DIN: 06413031

KOIYA INTERNATIONAL LIMITED
(FORMERLY KNOWN AS POPEES CARES LIMITED)

32ND ANNUAL REPORT

FY 2025-2026

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CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel	
Mrs. Linta Purayidathil Jose (DIN: 06413031) (Appointed w. e. f 09th November 2023)	Non-Executive Director (Till 11th February, 2025) Whole-Time Director (w. e. f 12th February 2025)
Mr. Omkar Mundhra (DIN: 11148932) (Appointed w. e. f 15th June 2025)	Independent Director
Mrs. Sumita Mishra (DIN: 00207928) (Appointed w. e. f 30th May 2025)	Independent Director
Mr. Saroj Kumar Choudhury (DIN: 11143083) (Appointed w. e. f 14th November 2025)	Independent Director
Mr. Arunraj Charivukalayil Baburaj (DIN: 11735448) (Appointed w. e. f 29th May 2026)	Additional Director (Non Executive Director)
Mrs. Kattakota Satyabati Devi (DIN:11586438) (Appointed w.e.f. 11th August, 2026)	Additional Director (Executive Director- Managing Director) & CFO
SHANU JAIN	Company Secretary and Compliance Officer

Audit Committee			
S. No	**Name**	**Designation**	**Role in the Committee**
1.	Mr. Omkar Mundhra	Non-Executive Independent Director	Chairperson
2.	Mrs. Sumita Mishra	Non-Executive Independent Director	Member
3.	Mr. Saroj Kumar Choudhury	Non-Executive Independent Director	Member

Nomination and Remuneration Committee			
S. No	**Name**	**Designation**	**Role in the Committee**
1.	Mrs. Sumita Mishra	Non-Executive Independent Director	Chairperson
2.	Mr. Omkar Mundhra	Non-Executive Independent Director	Member
3.	Mr. Saroj Kumar Choudhury	Non-Executive Independent Director	Member

Stakeholders Relationship Committee			
S. No	**Name**	**Designation**	**Role in the Committee**
1.	Mr. Omkar Mundhra	Non-Executive Independent Director	Chairperson
2.	Mrs. Sumita Mishra	Non-Executive Independent Director	Member
3.	Mr. Saroj Kumar Choudhury	Non-Executive Independent Director	Member

Statutory Auditors
M/s. Mahesh C. Solanki & Co., Chartered Accountants
ICAI Firm Registration No.: 006228C
Address: No. 6/2, 4th Floor, Willingdon Crescent, Dr. S.S Badrinath Road, Nugambakkam, Chennai – 600006

Secretarial Auditors
M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries
Address: No. 81, Murugesa Naicker Office Complex, Greams Road, Thousands Lights, Chennai – 600006

Internal Auditors
M/s. Bobby M. Vincent & Associates
Address: First Floor, Sincere Arcade Mangattukavala Bypass, , Vengalloor, Thodupuzha, Kerala – 685608

Principal Bankers of the Company
State Bank of India

Registrars & Share Transfer Agent (RTA)
MUFG Intime Private Limited **(Formerly Known as Link Intime India Private Limited)**
Address: C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai - 400083, Maharashtra
Contact Number: 022 – 49186060
Email Id: rnt.helpdesk@linkintime.co.in

Name of the Stock Exchange where Securities of the Company are Listed
BSE Limited

Registered Office Address & Contact Details of the Company
Address: No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India, 600010
Email Id: koiyainternational@gmail.com
Website: www.koiyainternational.com
Investor Relationship Email Id: koiyainternational@gmail.com
Mobile No: 9223400434

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 :

ORDINARY BUSINESSES :

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."

SPECIAL BUSINESSES :

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)	(64,60,832)

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	16^{th} 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

BOARD'S REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting the 32nd Board's Report of **Koiya International Limited** *(Formerly known as 'Popees Cares Limited')* (hereinafter referred to as 'the Company'), along with the Audited Financial Statements of the Company for the financial year ended 31st March 2026.

1. FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March 2026 are summarised below:

(Rs. In Thousands)

Particulars	**2025-26 (Rs.)**	**2024-25 (Rs.)**
Revenue from Operations	Nil	Nil
Other Income	Nil	31.65
Total Income	Nil	31.65
Total Expenses	3,136.25	4,215.69
Profit/(Loss) before Tax	(3,136.25)	(4,184.04)
Exceptional & Extra-Ordinary Items	-	-
Tax Expenses	Nil	Nil
Transfer to Reserves	-	-
Profit/(Loss) after Tax carried to Balance Sheet	(3,136.25)	(4,184.04)
Earnings Per Share (Rs.10/- each)	(0.52)	(0.69)

BUSINESS PERFORMANCE:

During the financial year under review, your Company has incurred a net loss of Rs. 31,36,255.36 as against a net loss of Rs. 41,84,045.69 in the previous financial year. The Company did not earn any revenue from operations during the year under review.

2. NATURE OF BUSINESS AND CHANGE IN NATURE OF BUSINESS DURING THE YEAR UNDER REVIEW

There is no change in nature of Business during the year under review.

3. THE STATE OF THE COMPANY'S AFFAIRS

During the financial year under review, the Board continued its efforts towards stabilising the Company's affairs, reconstituting the Board and its Committees, and complying with applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board remains focused on the Company's business fundamentals and continues to explore avenues for scaling operations, strengthening financial performance and enhancing shareholders' value.

4. CHANGE IN NAME OF THE COMPANY

The name of the Company was changed from "Popees Cares Limited" to "Koiya International Limited" with effect from March 09, 2026, pursuant to the approval of the Ministry of Corporate Affairs, consequent to which a fresh Certificate of Incorporation was issued on March 09, 2026

5. SHARE CAPITAL

During the financial year under review, the Authorised Share Capital of the Company was Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each.

The paid-up Equity Share Capital of the Company as on 31st March 2026 stood at Rs.6,04,42,500/- (Rupees Six Crores Four Lakhs Forty-Two Thousand Five Hundred Only) which consists of 60,44,250 Equity Shares. Fully paid up shares consist of 60,21,800 Equity Shares of Rs.10/- each and Partly Paid up shares consist of 44,900 Equity shares of Rs. 5/- each which remains unchanged from the previous financial year.

6. REDUCTION OF SHARE CAPITAL

As stated in the previous year's Board's Report, the Board of Directors, in view of the accumulated losses of the Company, had approved a draft Scheme for reduction of the Share Capital of the Company to the extent of 99% of the Paid-up Share Capital, at its meeting held on 6th June, 2025, and placed the same was approved by the Members in the Annual General Meeting held on 16th September, 2025. Scheme for reduction of the Share Capital is pending before NCLT Bench, Chennai for its approval.

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. Board has placed before shareholders to approve the modification of Para 10.3 of the Scheme of Reduction in this 32nd Annual General Meeting.

7. DIVIDEND AND UNPAID/UNCLAIMED DIVIDEND – IEPF DISCLOSURE

In view of the losses incurred during the financial year, the Board of Directors has not recommended any dividend for the financial year 2025-26.

As there was no dividend declared/paid by the Company during the year or in the preceding years, there is no unpaid or unclaimed dividend lying with the Company as on 31st March 2026, and accordingly no amount is required to be transferred to the Investor Education and Protection Fund (IEPF) under Section 125 of the Companies Act, 2013.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has neither given any loans or guarantees nor made any investments as covered under the provisions of Section 186 of the Companies Act, 2013 during the financial year 2025-26.

9. TRANSFER TO RESERVES

During the year under review, no amount has been transferred to the General Reserve of the Company. The entire loss for the year has been carried to the Statement of Profit and Loss / Retained Earnings.

10. DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the financial year under review.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There are no related party transactions entered into during the financial year were in the ordinary course of business and on an arm's length basis. Thus Disclosure in AOC-2 is not applicable.

12. COMMISSION RECEIVED BY DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY

The Company does not have any holding or subsidiary company and, accordingly, no Director of the Company has received any commission from, or has any stake in, any holding or subsidiary company.

13. RISK MANAGEMENT POLICY

The Company continues to have an effective Risk Management process in place. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed and discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

14. NOMINATION AND REMUNERATION POLICY

Koiya International Limited has constituted a Nomination and Remuneration Committee, which has formulated a Nomination, Remuneration and Evaluation Policy to provide a framework and set standards for the nomination and remuneration of the Directors, Key Managerial Personnel and other employees, and evaluation of the Directors. The remuneration policy approved by the Board of Directors is available on the website of the Company at www.koiyainternational.com .

15. BOARD'S POLICIES

The Company has the following policies which are applicable as per the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, which are placed on the website of the Company at www.koiyainternational.com .

Code of Conduct for Directors and Senior Management Personnel

- Code of Conduct for Insider Trading
- Code of Fair Disclosure of Unpublished Price Sensitive Information
- Web Archival Policy
- Policy on Prevention of Sexual Harassment of Women
- Policy on Materiality of Events
- Policy on Nomination and Remuneration
- Policy on Preservation of Documents
- Policy on Related Party Transactions
- Policy for Board Diversity
- Whistle Blower / Vigil Mechanism Policy
- Code for Independent Directors
- Policy on Determining Material Subsidiaries

Since the Company's Paid-Up Equity Share Capital and Net Worth continue to be less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of the SEBI (LODR) Regulations, 2015 relating to compliance of Regulations 17 to 27 and applicable clauses of Regulation 46(2) and Part C, D and E of

Schedule V (Corporate Governance provisions) are not applicable to the Company, in terms of Regulation 15 of the SEBI (LODR) Regulations, 2015.

16. PARTICULARS OF EMPLOYEES

There are no employees falling within the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information of employees as per Rule 5(2) of the said Rules for the year is “Nil”.

17. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

Training on relevant areas is given to employees periodically, and employees are motivated to work in line with the development of the industry. There were no significant developments on the Human Resources / Industrial Relations front, such as signing of wage agreements or implementation of Voluntary Retirement Schemes, during the year under review.

18. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (POSH)

The Company has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder, and has constituted an Internal Complaints Committee for the same. The policy is uploaded on the Company's website at www.koiyainternational.com .

During the year under review, the Company received ***Nil*** complaint(s) on sexual harassment.

19. PARTICULARS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company does not have any Subsidiary, Associate or Joint Venture Company.

20. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

The following material changes and commitments occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report:

- The Registered Office of the Company was shifted to AMG Towers, No. 28, Lawyer Jaganathan Street, Alandur, Chennai – 600016, pursuant to approval of the Board of Directors at its meeting held on 14th August, 2025.
- The name of the Company was changed from "Popees Cares Limited" to "Koiya International Limited" with effect from March 09, 2026, pursuant to the approval of the Ministry of Corporate Affairs, consequent to which a fresh Certificate of Incorporation was issued on March 09, 2026

- The Board of Directors, at its meeting held on 15th January, 2026, approved proposals for creation of charge/mortgage/hypothecation on the Company's movable/immovable properties and for borrowing powers of the Company up to Rs.100 Crores under Sections 180(1)(a) and 180(1)(c), and for granting of loans/guarantees/securities/investments up to Rs.100 Crores under Sections 185 and 186 of the Companies Act, 2013, subject to the approval of the Members by way of Special Resolution(s) at the Extraordinary General Meeting (EGM) of the Company held/scheduled on 21st February, 2026.

- The Registered Office of the Company was shifted to No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India, 600010, pursuant to approval of the Board of Directors at its meeting held on 29th May, 2026.

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) AND CHANGE IN BOARD OF DIRECTORS AND KMP AS ON THE DATE OF THE REPORT

The following changes took place in the composition of the Board of Directors and Key Managerial Personnel of the Company during the financial year 2025-26 and up to the date of this report:

Appointments:

Name	DIN	Designation	Date of Appointment
Mrs. Sumita Mishra	00207928	Non-Executive Independent Director	30.05.2025
Mr. Omkar Mundhra	11148932	Non-Executive Independent Director	15.06.2025
Mr. Saroj Kumar Choudhury	11143083	Non-Executive Independent Director	14.11.2025
Mrs. Shanu Jain	-	Company Secretary & Compliance Officer	15.04.2026
Mr. Arunraj Charivukalayil Baburaj	11735448	Additional Director (Non Executive Non Independent Director)	29.05.2026

Name	DIN	Designation	Date of Appointment
Mrs. Kattakota Satyabati Devi	11586438	Additional Director (Executive-Managing Director) & CFO	11.08.2026

Resignations / Cessations:

Name	DIN	Designation	Date of Cessation
Mr. Suresh Menon	06914200	Non Executive Director	22.04.2025
Mr. Sivadas Chettoor	01773249	Non Executive Independent Director	13.11.2025
Mrs. Indu Kamala Ravindran	09252600	Non Executive Independent Director	14.11.2025
Mr. Suresh Thekkemalaikkal Ramakrish Achary	01859728	Non Executive Independent Director	15.01.2026
Ms. Divya P S	-	Company Secretary & Compliance Officer	15.01.2026
Mr. Shaju Thomas	06412983	Non-Executive Director	19.06.2026

Directors continuing in office as on the date of this Report:

Name	DIN	Designation
Mrs. Linta Purayidathil Jose	06413031	Whole-time / Executive Director
Mrs. Sumita Mishra	00207928	Non-Executive Independent Director
Mr. Omkar Mundhra	11148932	Non-Executive Independent Director

Name	DIN	Designation
Mr. Saroj Kumar Choudhury	11143083	Non-Executive Independent Director
Mr. Arunraj Charivukalayil Baburaj	11735448	Additional Director (Non-Executive Non Independent Director)
Mrs. Kattakota Satyabati Devi	11586438	Additional Director (Executive-Managing Director)

Directors' Appointment / Re-Appointment (retiring by rotation):

Mrs. Linta Purayidathil Jose (DIN: 06413031) retires by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment.

22. NUMBER OF MEETINGS OF THE BOARD AND BOARD'S COMMITTEES

The Board meets at regular intervals to discuss and decide on business strategies/policies and to review the financial performance of the Company. During the financial year 2025-26, the Board of Directors met on the following occasions:

Meeting	No. of Meetings during the Financial Year 2025-26	Date of the Meetings
Board Meeting	**6**	30.05.2025, 06.06.2025, 14.08.2025, 14.11.2025, 15.01.2026, 11.02.2026
Audit Committee	**5**	30.05.2025, 06.06.2025, 14.08.2025, 14.11.2025, 11.02.2026
Nomination & Remuneration Committee	**3**	30.05.2025, 14.11.2025, 15.01.2026
Stakeholders Relationship Committee	**2**	30.05.2025 , 14.08.2025
Independent Director's Meeting	**1**	11.02.2026

The interval between two Board Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

23. COMPOSITION OF COMMITTEES OF THE BOARD

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015, the Audit Committee of the Board, as constituted/reconstituted during the year, is as follows:

Audit Committee:

Name	Designation	Meetings attended
Mr. Sivadas Chettoor (resigned w.e.f. 13.11.2025)	Non-Executive Independent Director	30.05.2025 06.06.2025 14.08.2025

Name	Designation	Meetings attended
Mrs. Indu Kamala Ravindran (resigned w.e.f. 14.11.2025)	Non-Executive Independent Director	30.05.2025 06.06.2025 14.08.2025 14.11.2025
Mr. Suresh Menon (resigned w.e.f. 22.04.2025)	Non-Executive Director	-
Mrs. Sumita Mishra	Non-Executive Independent Director	30.05.2025 06.06.2025 14.08.2025 14.11.2025 11.02.2026
Mrs. Linta Purayidathil Jose	Executive- Wholetime Director	30.05.2025 06.06.2025 14.08.2025 14.11.2025 11.02.2026
Mr. Saroj Kumar Choudhury (Appointed w.e.f. 14.11.2025)	Non-Executive Independent Director	14.11.2025 11.02.2026

Nomination & Remuneration Committee:

Name	Designation	Meetings attended
Mr. Sivadas Chettoor (resigned w.e.f. 13.11.2025)	Non-Executive Independent Director	30.05.2025
Mrs. Indu Kamala	Non-Executive Independent Director	30.05.2025, 14.11.2025,

Name	Designation	Meetings attended
Ravindran (resigned w.e.f. 14.11.2025)		
Mr. Suresh Menon (resigned w.e.f. 22.04.2025)	Non-Executive Director	-
Mrs. Sumita Mishra	Non-Executive Independent Director	30.05.2025 14.11.2025 15.01.2026
Mr. Saroj Kumar Choudhury (Appointed w.e.f. 14.11.2025)	Non-Executive Independent Director	14.11.2025 15.01.2026
Mr. Omkar Mundhra	Non-Executive Independent Director	14.11.2025 15.01.2026

Stakeholders' Relationship Committee:

Name	Designation	Meetings attended
Mr. Sivadas Chettoor (resigned w.e.f. 13.11.2025)	Non-Executive Independent Director	30.05.2025 14.08.2025
Mr. Shaju Thomas (resigned w.e.f. 19.06.2026)	Non-Executive Director	30.05.2025 14.08.2025
Mrs. Sumita Mishra	Non-Executive Independent Director	30.05.2025 14.08.2025
Mrs. Linta Purayidathil Jose	Executive Director	30.05.2025 14.08.2025
Mr. Saroj Kumar Choudhury	Non-Executive Independent Director	-

Name	Designation	Meetings attended
(Appointed w.e.f. 14.11.2025)		

Risk Management Committee / Corporate Social Responsibility Committee:

Not applicable to the Company for the year under review, since the relevant thresholds/criteria for mandatory constitution of these Committees are not met.

24. AUDIT COMMITTEE RECOMMENDATION

During the year under review, there were no instances where the Board did not accept any recommendation of the Audit Committee.

25. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In compliance with the Companies Act, 2013, the performance evaluation of the Board, its Committees and individual Directors (including Independent Directors) was carried out during the year under review. The evaluation framework for assessing the performance of Directors comprises the following key areas:

- Attendance at Board Meetings and Board Committee Meetings.
- Quality of contribution to Board deliberations.
- Strategic perspectives or inputs regarding future growth of the Company and its performance.
- Providing perspectives and feedback going beyond information provided by the management.
- Commitment to shareholder and other stakeholder interests.

The evaluation involves self-evaluation by the Board Member and subsequent assessment by the Board of Directors; a member of the Board does not participate in the discussion of his/her own evaluation. The evaluation of Independent Directors is done by the entire Board excluding the Director being evaluated, and covers performance as well as fulfilment of the independence criteria.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013, the Company has established a Vigil Mechanism Policy for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violations of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimisation of employees who avail themselves of it and provides for direct access to the Audit Committee. It is affirmed that during Financial Year 2025-26, no employee was denied access to the Audit Committee. The Vigil Mechanism Policy is available on the Company's website at www.koiyainternational.com.

27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has formulated a Framework on Internal Financial Controls in accordance with Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014. The Company has internal control systems to monitor business processes, financial reporting and compliance with applicable regulations.

28. COMPLIANCE WITH SECRETARIAL STANDARDS

Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

29. INDEPENDENT DIRECTORS' DECLARATION, SEPARATE MEETING AND FAMILIARISATION PROGRAMME

Declaration of Independent Directors:

The Company has received necessary declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the SEBI (LODR) Regulations, 2015, that they meet the criteria of independence laid down in Section 149(6) of the Act. In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Act and the SEBI (LODR) Regulations, 2015 and are independent of the management.

Separate Meeting of Independent Directors:

A separate meeting of the Independent Directors was held on 11.02.2026 as per Schedule IV of the Companies Act, 2013, inter alia to review the performance of Non-Independent Directors and the Board as a whole.

Familiarisation Programme for Independent Directors:

The familiarisation programme updates Directors on their roles, responsibilities, rights and duties under the Act and other statutes, and on the overall functioning and performance of the Company. Details of the familiarisation programme are available on the Company's website at www.koiyainternational.com.

30. LISTING WITH STOCK EXCHANGES AND LISTING FEES

Equity Shares of the Company are listed on BSE Limited. The Company confirms that it has paid the Annual Listing Fees to BSE Limited for the financial year 2025-26,

31. CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September 2026 to Wednesday, 30th September, 2026 for the purpose of the ensuing Annual General Meeting.

32. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since the Company has not declared any dividend during the year under review or in the preceding seven financial years, the provisions relating to transfer of unclaimed/unpaid dividend to the Investor Education and Protection Fund (IEPF) are not applicable to the Company.

33. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors reported to the Audit Committee, under Section 143(12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employees.

34. AUDITORS AND AUDIT REPORTS

Statutory Auditors:

M/s. Mahesh C Solanki & Co., Chartered Accountants (FRN- 006228C), continue as the Statutory Auditors of the Company, having been appointed for a period of 5 years from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company.

The Auditors' Report for the financial year ended 31st March 2026 does not contain any qualification, reservation or adverse remark on the financial statements.

Secretarial Auditor:

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, were appointed as the Secretarial Auditors of the Company for a period of 5 years commencing from the financial year 2025-26, pursuant to the Board's approval dated 30th May, 2025.

The Secretarial Audit Report of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries for the Financial Year 2025-26 forms part of this Annual Report. The report contains the followings qualified opinion:

a) **Qualification:** The During the period under review, there was a delay in submitting the requisite disclosures to BSE Limited under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the resignations of Independent Directors, namely Mr. Sivadas Chettoor (DIN: 01773249) w.e.f. November 13, 2025, and Mrs. Indu Kamala Ravindran (DIN: 09252600) w.e.f. November 14, 2025.

   Management Reply: The submission of the resignation letters and related annexures was delayed due to a temporary technical issue. During the relevant period, the Company’s server was down, which affected access to official emails and internal records required for completing and uploading the disclosure within the prescribed time. Upon restoration of the systems, the Company promptly submitted the required disclosures along with all relevant documents. The delay was unintentional and occurred due to technical reasons only. The Company remains committed to timely compliance with all applicable SEBI regulations and has taken steps to avoid such delays in the future.

b) **Qualification:** During the financial year under review, the Company did not maintain an operational website pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013.

   Management Reply: The company has changed its name to Koiya International Limited. Therefore company has purchased domain in its new name and new website is functional under Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) **Qualification:** During the financial year under review, the Company did not have a designated Chief Financial Officer (CFO) as required under Section 203 of the Companies Act, 2013 and Company Secretary under Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

   Management Reply: Company has appointed Chief Financial Officer on 11th August, 2026 and Company Secretary on 15th April, 2026 as per Section 203 of Companies Act, 2013 and Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) **Qualification:** During the financial year under review, certain statutory e-forms required to be filed with the Registrar of Companies (ROC) pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder were submitted after the prescribed statutory timelines upon payment of the requisite additional/late fees.

   Management Reply: The delay was unintentional and company had taken steps to avoid these errors in future. Company has paid delayed filing fees as per provisions of Companies Act, 2013. The Company remains committed to timely compliance with all filings of e-forms in timely manner.

e) **Qualification:** During the financial year under review, Company was subject to SOP fines levied by BSE Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for LRR submitted instead of Audit Report for Quarter ended March 2026.

   Management Reply: The Company had duly filed the Financial Results along with the Independent Auditor's Review Report instead of Independent Auditor's report within the prescribed time. However, our Statutory Auditor inadvertently issued the report in the Independent Auditor's Review Report format instead of the prescribed Audit Report format applicable for the financial year ended 31 March, 2026. The Independent Auditor's Review Report was prepared and issued by the Company's Statutory Auditor. The Company relied upon the report provided by the Auditor and filed the same in good faith. The error was purely inadvertent and unintentional, with no intention whatsoever to violate the provisions of the SEBI (LODR) Regulations or withhold any material information from the Exchange or investors The Financial Results themselves were submitted within the prescribed timeline, and the issue was confined only to the format of the Auditor's Report. The company had filed revised Audit Report with BSE and also paid SOP Fines of Rs. 2,59,600/- and also have made Waiver Application to BSE under protest.

The Secretarial Audit Report for the financial year 2025-26 is annexed to this Report as **Annexure – I**.

Internal Auditors:

The Company had appointed M/s Bobby M Vincent and Associates as the Internal Auditors of the Company for the financial year 2025-26. The Audit Committee determines the scope of Internal Audit in line with regulatory and business requirements.

Cost Auditor:

Pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Cost Records and Audit) Amendment Rules, the Company does not fall under the purview of Cost Audit.

35. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the Regulators/Courts/Tribunals during FY 2025-26 which would impact the going concern status of the Company and its future operations.

We further report that During the period under review, the Company was subject to SOP fines levied by BSE Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for LRR submitted instead of Audit Report for Quarter ended March 2026.The company had filed revised Audit Report with BSE and also paid SOP Fines of Rs. 2,59,600/- and also have made Waiver Request to BSE for consideration.

36. RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE REMUNERATION

At present, Directors are not receiving any remuneration from the Company in view of the financial constraints; hence, the disclosure of the ratio of remuneration of each Director to the median employee's remuneration, and other particulars under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.

37. NO ESOP / BUYBACK DECLARATION

During the year under review, the Company has not issued any shares under any Employee Stock Option Scheme (ESOP) and has not undertaken any Buyback of its securities.

38. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors has adopted a Code of Conduct for Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code helps the Company maintain a standard of business ethics and ensure compliance with legal requirements. The Code lays down the standard of conduct expected of Directors and designated employees in their business dealings, including matters of integrity in the workplace, in business practices and in dealings with stakeholders. All Board Members and Senior Management Personnel have confirmed compliance with the Code.

39. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company for FY 2025-26, as the Company does not meet the eligibility criteria (net worth, turnover and net profit thresholds) prescribed under the said Section. Accordingly, a report on CSR activities is not annexed to this Annual Report.

40. EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as at 31st March 2026 will be uploaded on the website of the Company and can be accessed at www.koiyainternational.com.

41. DISCLOSURE REQUIREMENTS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India, and is of the view that such systems are adequate and operating effectively.

42. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

1. in the preparation of the annual accounts for the financial year ended 31st March, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures;

2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, subject to the observations of the Statutory Auditors regarding the audit trail feature of the accounting software as referred to above;

4. the Directors have prepared the annual accounts on a going concern basis;

5. the Directors have laid down internal financial controls to be followed by the Company, and such internal financial controls are adequate and were operating effectively, subject to the observations of the Statutory Auditors as referred to under 'Internal Control Systems and their Adequacy' above;

6. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws, and such systems were adequate and operating effectively.

43. CORPORATE GOVERNANCE REPORT

As on 31st March, 2026, the Company's Paid-Up Equity Share Capital and Net Worth continue to be less than Rs.10 Crores and Rs.25 Crores respectively. Hence, compliance with Regulations 17-27 of the SEBI (LODR) Regulations, 2015 does not apply to the Company in terms of Regulation 15 thereof.

44. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report on the business and operations of the Company for the financial year ended 31^{st} March 2026 as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and under the provisions of the Companies Act, 2013 (the Act) is annexed as an **Annexure II** to this report.

45. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy:

- The steps taken or impact on conservation of energy: N.A.
- The steps taken by the Company for utilising alternate sources of energy: N.A.
- The capital investment on energy conservation equipment: N.A.

Technology Absorption:

- The efforts made towards technology absorption: N.A.
- The benefits derived, like product improvement, cost reduction, product development or import substitution: N.A.
- In case of imported technology (imported during the last three years): N.A.
- The expenditure incurred on Research and Development: N.A.

Foreign Exchange Earnings and Outgo:

Not Applicable.

46. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There are no applications made or proceedings pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

47. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANKS OR FINANCIAL INSTITUTIONS

The Company has not made any one-time settlement for loans taken from Banks or Financial Institutions, and hence the details of difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking the loan from Banks or Financial Institutions, along with reasons thereof, are not applicable.

48. COMPLIANCE UNDER THE MATERNITY BENEFIT ACT, 1961

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

49. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the contributions made by employees at all levels towards the continued growth of your Company. The Directors also take this opportunity to convey their gratitude to all the valued shareholders of the Company, its Bankers, regulatory authorities and other stakeholders for their continued support and co-operation.

50. CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis Report contain certain statements relating to the future and are therefore forward-looking within the meaning of applicable securities laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may, however, lead to variation in actual results.

For and Behalf of the Board of Directors

Koiya International Limited

	Sd/-	Sd/-
Date: September 04, 2026	**Linta Purayidathil Jose**	**Omkar Mundhra**
Place: Chennai	**Wholetime Director**	**Director**
	DIN: 06413031	**DIN: 11148932**

<u>Annexure I</u>

FORM NO MR- 3
SECRETARIAL AUDIT REPORT
For the Financial Year Ended on 31st March, 2026
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
Koiya International Limited
No. 5, Damodaran Street, First Floor, Back Side of
Sindhi CBSE Model School,Kellys, Kilpauk, Chennai,
Perambur Purasawalkam, Tamil Nadu, India, 600010

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Koiya International Limited** having its registered office at No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School,Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India, 600010 (hereinafter called "**the Company**") during the financial year from 01st April, 2025 to 31st March, 2026 (hereinafter called the year/ audit period/ period under review).

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/ statutory compliances and expressing our opinion thereon.

We are issuing this report based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management.

We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

The members are requested to read this report along with my letter of even date which is annexed to this report as an **Annexure – I** and forms an integral part of this report.

a) Compliance with specific statutory provisions

1.1. We have examined the books, papers, minute books, forms, and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2026, according to the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules and the Regulations made thereunder;

(ii) Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India;

(iii) The Securities Contract (Regulation) Act, 1956 and the Rules made thereunder;

(iv) The Depositories Act, 1996 and the Regulations bye-laws framed thereunder;

(v) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings and to the extent of their applicability to the Company.

(vi) The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").
b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST");
c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025, to the extent of the Listed Entity engaging the RTA;
f) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
g) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

1.2 In relation to the period under review, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us, complied with the laws mentioned in clauses (i) to (vi) of paragraph 1.1 above except for:

a) The During the period under review, there was a delay in submitting the requisite disclosures to BSE Limited under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the resignations of Independent Directors, namely Mr. Sivadas Chettoor (DIN: 01773249) w.e.f. November 13, 2025, and Mrs. Indu Kamala Ravindran (DIN: 09252600) w.e.f. November 14, 2025.

b) During the financial year under review, the Company did not maintain an operational website pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013

c) During the financial year under review, the Company did not have a designated Chief Financial Officer (CFO) as required under Section 203 of the Companies Act, 2013 and Company Secretary under Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

d) During the financial year under review, certain statutory e-forms required to be filed with the Registrar of Companies (ROC) pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder were submitted after the prescribed statutory timelines upon payment of the requisite additional/late fees.

e) During the financial year under review, Company was subject to SOP fines levied by BSE Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for LRR submitted instead of Audit Report for Quarter ended March 2026.

1.3 Generally complied with the laws specifically applicable to the Company mentioned in sub-paragraph (vi) of paragraph 1.1.

1.4. We are informed that, during/ in respect of the year, no events have occurred which required the Company to comply with the following laws/ rules/ regulations and consequently was not required to maintain any books, papers, minute books or other records or file any forms/ returns under the same:

a) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

b) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

c) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

e)Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

f)The Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder

2. Board Processes:

We further report that:

2.1 The Board of Directors of the Company is duly constituted with a proper balance of Directors including Executive Directors, Non-Executive Directors, Independent Directors, Women Director in accordance with the provisions of the Act.

2.2 There were changes in the composition of the Board of Directors during the period under review.

2.3 Adequate notice is given to all directors to schedule the Board Meetings at least seven days in advance/consent of directors was received for meetings held at a shorter notice, if any. The agenda and detailed notes on the agenda were also circulated to the Board members prior to the meetings.

2.4 A system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

2.5 All decisions at the Board Meetings were out carried unanimously as recorded in the minutes of the Meetings of the Board of Directors

3. Compliance mechanism:

We further report that:

3.1 There are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliance with all applicable laws, including labour laws, environmental laws, and other industrial-specific laws applicable to the Company.

3.2 The compliance by the Company of applicable finance laws like Direct and Indirect tax laws has not been reviewed in this audit since the same have been subject to review by Statutory Financial Audit and other designated professionals.

4. Specific Events/ actions:

We further report that during the audit period the following specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc. took place:

- Mr. Suresh Menon (DIN: 06914200) resigned as a Non-Executive Non-Independent Director with effect from April 22, 2025.

- Mr. Omkar Mundhra was appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years with effect from June 15, 2025.

- Mrs. Sumita Mishra (DIN: 00207928) was appointed as a Non-Executive Independent Woman Director of the Company for a term of five (5) consecutive years with effect from May 30, 2025

- M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, were appointed as the Secretarial Auditors of the Company with effect from May 30, 2025, to conduct the Secretarial Audit for five (5) consecutive financial years from FY 2025–26 to FY 2029–30.

- The Board of Directors approved the reduction of the paid-up share capital of the Company to the extent of 99% against accumulated business losses, subject to the approval of the Members at the ensuing Annual General Meeting and confirmation/approval by the National Company Law Tribunal (NCLT), pursuant to Section 66 of the Companies Act, 2013.

- The Registered Office of the Company was shifted to AMG Towers, No. 28, Lawyer Jaganathan Street, Alandur, Chennai – 600016 w.e.f. 14th August, 2025, pursuant to the approval of the Board of Directors, in compliance with Section 12 of the Companies Act, 2013 read with Rule 25 of the Companies (Incorporation) Rules, 2014.

- Mrs. Linta Purayidathil Jose (DIN: 06413031) was appointed as a Whole-Time Director of the Company w.e.f. February 12, 2025 for 3 years, pursuant to the approval of the Board of Directors and subsequent approval of the Members accorded at the General Meeting.

- Mr. Sivadas Chettoor (DIN: 01773249) resigned from the position of Non Executive Independent Director of the Company with effect from November 13, 2025.

- Mrs. Indu Kamala Ravindran (DIN: 09252600) resigned from the position of Non Executive Independent Director of the Company with effect from November 14, 2025.

- Mr. Saroj Kumar Choudhury (DIN: 11143083) was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) consecutive years with effect from November 14, 2025.

- Ms. Divya P.S., Company Secretary and Compliance Officer (designated as Key Managerial Personnel) of the Company, has tendered her resignation from the post of Company Secretary & Compliance Officer vide her resignation letter dated January 10, 2026.

- Mr. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728), Non Executive Independent Director of the Company, has tendered his resignation w.e.f. 15th January, 2026 from the Directorship of the Company vide his resignation letter dated January 10, 2026.

- The name of the Company was changed from "Popees Cares Limited" to "Koiya International Limited" with effect from March 09, 2026, pursuant to the approval of the Ministry of Corporate Affairs, consequent to which a fresh Certificate of Incorporation was issued on March 09, 2026.

- Ms. Shanu Jain (Membership No.: A42408) was appointed as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from April 15, 2026.

- Mr. Arunraj Charivukalayil Baburaj (DIN: 11735448) was appointed as an Additional Director w.e.f. 29th May, 2026 , designated as a Non-Executive Director of the Company subject to approval of members in Annual General Meeting.

- Mr. Shaju Thomas (DIN: 06412983) resigned as a Non-Executive Director of the Company with effect from June 19, 2026, due to personal and professional commitments

- Mrs. Kattakota Satyabati Devi (DIN: 11586438) was appointed as an Additional Director, designated as Executive – Managing Director, subject to the approval of the Members at the ensuing Annual General Meeting, and was further appointed as the Chief Financial Officer (CFO) and Key Managerial Personnel of the Company with effect from August 11, 2026.

- The Registered Office of the Company was shifted to No. 5, Damodaran Street, First Floor, Back side of Sindhi CBSE Model School,Kellys, Chennai-600 010 w.e.f. 29th May, 2026, pursuant to the approval of the Board of Directors, in compliance with Section 12 of the Companies Act, 2013 read with Rule 25 of the Companies (Incorporation) Rules, 2014.

Place: Chennai
Date: 11th August, 2026

For Lakshmmi Subramanian and Associates
Practicing Company Secretaries

Sd/-
S. Vasudevan
Partner
FCS No. 9495
C.P.No.27636
Peer review No.6608/2025
UDIN: F009495H001078145

Annexure

(To the Secretarial Audit Report of M/s. Koiya International Limited for the financial year ended on 31st March, 2026)

To,
The Members
Koiya International Limited
No. 5, Damodaran Street, First Floor, Back Side of
Sindhi CBSE Model School,Kellys, Kilpauk, Chennai,
Perambur Purasawalkam, Tamil Nadu, India, 600010

Our Secretarial Audit Report (Form No. MR-3) of even date for the financial year ended 31st March, 2026 is to be read along with this Annexure.

1. Maintenance of Secretarial record and ensuring compliance with all applicable laws is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Act.

4. Wherever required, we have obtained the Management representation about financial information, the compliance of law, rules and regulation and happening of certain events etc.

5. The compliance of the provisions of other laws, rules, regulation, standards specifically applicable to the Company is the responsibility of the management. Our examination was limited to the verification of system implemented by the Company on a test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: 11th August,2026

For Lakshmmi Subramanian and Associates
Practicing Company Secretaries

Sd/-
S. Vasudevan
Partner
FCS No. 9495
C.P.No.27636
Peer review No.6608/2025
UDIN: F009495H001078145

<u>Annexure II</u>

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

For the Financial Year 2025-26 (year ended 31st March 2026)

1. Industry Structure and Development

Koiya International Limited ("the Company") is incorporated under the Companies Act, 2013 (originally incorporated under the Companies Act, 1956), with its Registered Office situated in the State of Kerala. As per Clause III of the Memorandum of Association, the Company is authorised to carry on business across the following principal lines:

- Manufacturing, buying, selling, importing, exporting and dealing in textiles – cotton, silk, art silk, rayon, nylon, synthetic and staple fibres, polyester, wool, yarn, cloth and allied goods.
- Business as importers, exporters, buyers, sellers, dealers and agents/stockists/distributors of readymade garments, coverings, coated fabrics, textiles and hosiery.
- Development and provision of computer software, software packages, technical know-how, third-party software enhancement tools, and software/maintenance/consultancy services in India and abroad.
- Export, import and sale of computer software and hardware, personal computers, peripherals, and digitisation services using computer-aided design and drafting (CAD) systems.
- Applying for and operating an Internet Service Provider (ISP) licence and International Gateway licence for internet services in India.

During the year under review, the Company's activity under these permitted lines of business remained at a nascent/holding stage, with the textile trading vertical accounting for the Company's only recorded operating income and the information technology, software and ISP verticals yet to generate revenue.

2. Business Overview and Segment-wise / Product-wise Performance

Segment / Business Vertical	**Nature of Activity (per MOA)**	**Performance Highlights (FY 2025-26)**
Textiles, Fibres & Readymade Garments	Manufacturing, trading, import/export of textiles, yarn, cloth and readymade garments	Nil revenue
Information Technology & Software Services	Software development, technical services, data processing, hardware sale and consultancy	No revenue recorded
Internet Service Provider (ISP) Operations	ISP and International Gateway licensed services	No revenue recorded

3. Opportunities and Threats

Opportunities

- Diversified enabling objects under the Memorandum allow the Company to pursue both textile trade and technology-led services, providing flexibility to reallocate focus toward higher-growth areas.
- Growing domestic and export demand for textiles, fibres and readymade garments.
- Increasing demand for software development, IT-enabled services, data processing and digitisation services from India and abroad.
- Potential to obtain ISP/International Gateway licences and participate in India's expanding internet infrastructure and connectivity market.

Threats

- Volatility in raw material (cotton, synthetic fibre, yarn) prices and foreign exchange fluctuations affecting import/export margins.
- Intense competition in both the textile trading segment and the IT/software services segment, including from larger organised players.
- Rapid technological change in the software and ISP space requiring continuous investment and skill upgradation.
- Regulatory and licensing requirements applicable to ISP operations, including compliance under telecom/internet regulations.
- Accumulated losses have resulted in a negative net worth as at 31st March 2026, and the Company continues to be dependent on funding support from the Managing Director in the absence of significant operating revenue.

4. Outlook

The Board and Management remain focused on reviving operating activity within the permitted business verticals while maintaining compliance and cost discipline.

5. Risks and Concerns

- Market Risk – exposure to price fluctuations in textile raw materials and demand cyclicality.
- Credit Risk – exposure to counterparties in trading and lending/deposit-related activities permitted under the ancillary objects of the Company.
- Liquidity Risk – the Company's current liabilities of Rs. 12,287.67 thousand exceeded its current assets of Rs. 2,593.09 thousand as at 31st March 2026, resulting in a current ratio of 0.21.
- Net Worth / Going Concern Risk – accumulated losses of Rs. 70,039.59 thousand have eroded the Company's paid-up equity share capital, resulting in a negative net worth of Rs. (9,597.09) thousand as at 31st March 2026.
- Foreign Exchange Risk – arising from cross-border import/export and software services rendered abroad.

- Regulatory Risk – compliance with the Companies Act, 2013, FEMA/Foreign Exchange Regulations, and telecom/ISP licensing conditions.
- Technology and Cybersecurity Risk – relevant to the software, data processing and ISP-related activities of the Company.

6. Internal Control Systems and their Adequacy

The Company maintains internal control systems commensurate with the size and nature of its business, covering financial reporting, procurement, IT systems and statutory compliance. These systems are subject to periodic review by the Statutory Auditors, M/s Mahesh C Solanki & Co., Chartered Accountants, as part of the annual audit process.

7. Discussion on Financial Performance with respect to Operational Performance

Total income for FY 2025-26 was nil, as against Rs. 31.65 thousand in FY 2024-25 (comprising other income, as the Company had no revenue from operations in either year). Total expenses decreased by 25.61% to Rs. 3,136.25 thousand (FY 2024-25: Rs. 4,215.69 thousand), largely on account of lower other expenses (including a one-off fine and penalty charge in the previous year), partly offset by an increase in employee benefits expense.

Particulars (Rs. in Thousands)	FY 2025-26	FY 2024-25	% Change
Revenue from Operations	0.00	0.00	NM
Other Income	0.00	31.65	-100.00%
Total Income	0.00	31.65	-100.00%
Total Expenses	3,136.25	4,215.69	-25.61%
EBITDA (Loss)	(3,099.21)	(4,116.04)	24.70%
Finance Costs	0.00	0.00	NM
Depreciation & Amortisation	37.04	68.01	-45.53%
Profit/(Loss) Before Tax (PBT)	(3,136.25)	(4,184.04)	25.04%
Tax Expense	0.00	0.00	NM
Profit/(Loss) After Tax (PAT)	(3,136.25)	(4,184.04)	25.04%

8. Material Developments in Human Resources / Industrial Relations

Employee benefits expense for the year stood at Rs. 504.52 thousand as compared to Rs. 137.75 thousand in the previous year, reflecting the cost of personnel engaged by the Company during FY 2025-26. Industrial relations remained cordial during the year, with no material disputes reported.

9. Details of Significant Changes in Key Financial Ratios

In accordance with the applicable disclosure requirements, the following key financial ratios are presented, together with explanations for any change of 25% or more as compared to the immediately preceding financial year:

Ratio	FY 2025-26	FY 2024-25	% Variance	Explanation (if ≥ 25%)
Debtors Turnover Ratio	NA	NA	NA	No trade receivables or revenue in either year
Inventory Turnover Ratio	NA	NA	NA	Company carries no inventory
Interest Coverage Ratio	NA	NA	NA	Nil borrowings and finance cost in either year
Current Ratio	0.21	0.26	-17.45%	Variance below 25% threshold
Debt-Equity Ratio	NM	NM	NM	Not meaningful – net worth is negative in both years
Operating Profit Margin (%)	NA	NA	NA	Nil revenue from operations in either year
Net Profit Margin (%)	NA	NA	NA	Nil revenue from operations in either year

10. Details of Any Change in Return on Net Worth

Given the negative net worth in both years, Return on Net Worth (RONW) is not a meaningful measure of performance for the year under review.

11. Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the applicable Accounting Standards/Indian Accounting Standards (Ind AS) notified under the Companies Act, 2013, and generally accepted accounting principles in India. There has been no deviation from the prescribed Accounting Standards in the preparation of the financial statements for the year under review.

12. Cautionary Statement

Statements made in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to various risks and uncertainties, including changes in government regulations, tax laws, economic conditions, demand-supply conditions, raw material prices, exchange rate fluctuations and other factors over which the Company does not have direct control. The Company assumes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For and on behalf of the Board of Directors of
KOIYA INTERNATIONAL LIMITED

Sd/-

Linta P Jose
Whole Time Director
DIN: 06413031

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of,
Koiya International Limited
No. 5, Damodaran Street, First Floor,
Back Side of Sindhi CBSE Model School, Kellys,
Kilpauk, Chennai, Perambur Purasawalkam,
Tamil Nadu, India, 600010

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Koiya International Limited** having CIN: L17120TN1994PLC029226 and having its registered office at No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India, 600010 (hereinafter referred to as **'the Company'**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31st March 2026.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No	Name of Director	Designation	DIN	Date of Original Appointment in Company
1.	Mrs. Linta Purayidathil Jose	Whole-Time Director	06413031	09/11/2023
2.	Mr. Omkar Mundhra	Independent Director	11148932	15/06/2025

3.	Mrs. Sumita Mishra	Independent Director	00207928	30/05/2025
4.	Mr. Saroj Kumar Choudhury	Independent Director	11143083	14/11/2025
5.	Mr. Shaju Thomas	Non-Executive Director	06412983	12/02/2025

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express our opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: 04th September 2026

For Lakshmmi Subramanian and Associates
Practicing Company Secretaries

Sd/-
S. Vasudevan
Partner
FCS No.: 9495
C.P. No.: 27636
Peer Review Certificate No.: 6608/2025
UDIN: F009495H001376927

INDEPENDENT AUDITOR'S REPORT

To the members of **KOIYA INTERNATIONAL LIMITED (Formerly known as Popees Cares Limited)**

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of **KOIYA INTERNATIONAL LIMITED** formerly known as Popees Cares Limited ('the Company'), which comprise the Balance Sheet as on 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and the notes to the financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 'the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and its Loss including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143 (10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the auditor's Responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Particular	Our Audit Procedures
The Company has incurred losses during the current and previous years and has limited business operations. The assessment of the Company's ability to continue as a going concern required significant management judgement, including evaluation of future business plans, projected cash flows and availability of financial support, where applicable.	• Evaluated management's assessment of the Company's ability to continue as a going concern. • Evaluated the reasonableness of management's business plans and funding arrangements. • Examined evidence supporting financial assistance, where applicable. • Assessed the adequacy of disclosures made in the financial statements in accordance with Ind AS 1, Presentation of Financial Statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including IND AS specified under section 133 of the Act..

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

statements. As part of an audit in accordance with auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. And we also,

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for, one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most

MAHESH C. SOLANKI & CO. Chennai 600 006 * Chartered Accountants significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the **Companies (Auditor's Report) Order, 2020** (the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **'Annexure A'** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph h(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act;

e) On the basis of the written representations received from the directors as on March 31,2026 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph b above on reporting under Section 143(3)(b) and paragraph h(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

g) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to the financial statements and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**" to this report; and

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

iv. (a) The Managements has represented that to the best it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities Intermediaries, with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Managements has represented that, to the best it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and;

(c) Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us of the Company which is incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

v. The Company has not declared or paid dividend during the year.

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

vi. Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, the Company is using the accounting software for maintaining its books of account which is not having the required feature of recording the audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software. Hence we are unable to comment on audit trail feature of the said accounting software.

Date: 29.05.2026
Place: Chennai

For Mahesh C Solanki & Co.,
Chartered Accountants
FR No. 006228C

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

CA Rakesh Kumar K
Partner
M No. 242913
UDIN: 26242913QWAXDR2069

Annexure A – Additional Information annexed to the Auditor's Report to the Members of the Company on the Financial Statements for the year ended 31st March 2026

i. In respect of its Property, Plant and Equipment and Intangible assets:

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not hold any Intangible assets.

b) In our opinion, all the Property, Plant and Equipment have been physically verified by the Management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies between the book records and Physical Verification were noticed.

c) No Immovable Property is held by the Company as on 31st March 2026, Accordingly, clause i(c) of the Order is not applicable.

d) The Company has not revalued its Property, Plant and Equipment or Intangible assets or both during the year.

e) There are no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 19SS (45 of 1988) and rules made thereunder.

ii. The Company does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. According to the information and explanations given to us and on the basis of examination of records, the Company has not made any investments, provided any guarantee or security nor granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships during the year and accordingly the provisions of Clause 3(iii) of the said Order are not applicable to the Company.

iv. The Company has not granted any loans, investments, guarantees, and security covered under the provisions of section 185 and 186 of the Companies Act, 2013 and hence this clause is not applicable to the Company.

v. The Company has not accepted any deposits from the public. So, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable to the Company.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, for any of the services rendered by the Company. Thus, reporting under clause 3 (vi) of the Order is not applicable to the Company.

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

vii. (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues, including Provident Fund, Employees State Insurance, Income tax, Service tax, Goods and Service Tax, cess, and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2026 for a period of more than six months from the date they became payable.

(b) In our opinion and according to the information and explanations given to us, there are no dues of Income Tax, Service tax and Goods and Service tax which have not been deposited on account of any dispute.

viii. In our opinion and according to the information and explanation given to us, there is no such transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act,1961.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix) (c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short term basis have not been used for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x) (a) of the Order is not applicable.

(b) According to the information and explanations given to us an on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x) (b) of the Order is not applicable.

xi. (a)To the best of our knowledge and belief and according to the information and explanations given to us, during the year, no fraud by the Company and no material fraud on the Company were noticed or reported during the course of our audit.

(b)There is no report under sub-section (12) of section 143 of the Companies Act has been filed by the us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them in compliance with the provisions of Section 192 of the Companies Act, 2013. Accordingly, clause 3(xv) of the Order is not applicable.

xvi. (a) The Company is not a Banking Company or NBFC, there is no liability to obtain registration under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (a) of the Order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, clause 3(xvi) (b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence clause xvi (c) and (d) of the Order is not applicable.

xvii. The Company has incurred cash loss of Rs. 3,099.21 thousands in the current financial year 2025-26 and cash loss of Rs.4,231.04 thousands in the immediately preceding financial year 2024-25.

xviii. There has been no resignation of the statutory auditors during the year.

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors, and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report and that the Company is capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. (a) The provisions of Sec 135 of the Act is not applicable to the Company, since it does not meet the eligibility criteria for CSR activity. And hence this clause is not applicable to the Company and the Company is not required to transfer any unspent amount pertaining to the year under report to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub section (5) of section 135 of the said Act.

(b) There is no such amount remaining unspent under subsection (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of subsection (6) of section 135 of the said Act.

Date: 29.05.2026
Place: Chennai

For Mahesh C Solanki & Co.,
Chartered Accountant
FR No. 006228C

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

CA Rakesh Kumar K
Partner
M No.242913
UDIN: 26242913QWAXDR2069

Annexure B to The Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013

We have audited the internal financial controls with reference to the Financial Statements of **KOIYA INTERNATIONAL LIMITED** as of 31st March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness

MAHESH C. SOLANKI & CO. Chennai 600 006 Chartered Accountants

exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

MAHESH C. SOLANKI & CO. * Chartered Accountants * Chennai 600 006

Opinion

In our opinion, the Company has an internal financial control system with reference to Ind AS financial statements which are operating effectively, design whereof needs to be enhanced to make it comprehensive. Based on verification of process control matrices, made available to us for the financial year under report and thereafter, in our opinion considering the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note, appropriate documentation thereof needs to be strengthened to make the same commensurate with the size of the Company and nature of its business.

Date: 29.05.2026
Place: Chennai

For Mahesh C Solanki & Co.,
Chartered Accountant
FR No. 006228C

MAHESH C. SOLANKI & CO. * Chartered Accountants * Chennai 600 006

CA Rakesh Kumar K
Partner
M No. 242913
UDIN: 26242913QWAXDR2069

Koiya International Limited
(Formerly known as Popees Cares Limited)
CIN: L17120TN1994PLC029226)
No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India – 600010

Balance Sheet as at March 31,2026

(Rupees in thousands)

	PARTICULARS	Note no	31st March 2026	31st March 2025
I.	**ASSETS**			
(1)	**NON CURRENT ASSETS**			
	(a) Property, Plant and Equipment	3	97.49	134.53
	(b) Financial Assets		-	-
	i. Investments	5	-	-
	ii. Loans		-	-
	(c) Deferred Tax Asset		-	-
	(d) Other Non Current Assets		-	-
	TOTAL NON CURRENT ASSETS		**97.49**	**134.53**
(2)	**CURRENT ASSETS**			
	(a) Inventories	4	-	-
	(b) Financial Assets		-	-
	i. Trade Receivables	6	-	-
	ii. Cash and Cash Equivalents	7	457.48	532.50
	(c) Current Tax Assets		-	-
	(d) Other Current Assets	8	2,135.62	1,731.19
	TOTAL CURRENT ASSETS		**2,593.09**	**2,263.69**
	TOTAL ASSETS		**2,690.58**	**2,398.21**
II.	**EQUITY AND LIABILITIES**			
(1)	**EQUITY**			
	(a) Equity Share Capital	9	60,442.50	60,442.50
	(a) Other Equity	10	(70,039.59)	(66,903.33)
	TOTAL EQUITY		**(9,597.09)**	**(6,460.83)**
(2)	**LIABILITIES**			
	(I) NON CURRENT LIABILITIES			
	(a) Financial Liability		-	-
	(i) Borrowings			
	(ii) Other non current financial liabilities			
	(b) Provisions		-	-
	(c) Deffered Tax Liabilities	11	-	-
	TOTAL NON CURRENT LIABILITIES		**-**	**-**
	(II) CURRENT LIABILITIES			
	(a) Financial Liability		-	-
	(i) Borrowings			
	(ii) Trade payables due to--			
	Small and micro enterprises		-	-
	Other than small and micro enterprises	12	336.60	245.45
	(c) Other Current Liabilities	14	11,892.18	8,595.06
	(d) Current Tax Liabilities	13	21.39	18.54
	(e) Provisions	15	37.50	-
	TOTAL CURRENT LIABILITIES		**12,287.67**	**8,859.05**
	TOTAL EQUITY AND LIABILITIES		**2,690.58**	**2,398.21**

Notes 1 to 34 form an integral part of the financial statements
as per our report of even date attached.

For Mahesh C Solanki & Co
Chartered Accountants
FRN No.006228C

S/d
CA Rakesh Kumar
Partner /Memb No.242913
UDIN:26242913QWAXDR2069
Place: Kozhikode, Kerala
Date: 29-05-2026

For Koiya International Limited

S/d
Linta P Jose
Director
DIN: 06413031

S/d
Arun Raj
Director
DIN: 11735448

S/d
Shanu Jain
Company Secretary
M.No.:-A42408

Koiya International Limited
(Formerly known as Popees Cares Limited)
CIN: L17120TN1994PLC029226)

No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India – 600010

Statement of Profit and Loss for the year ended March 31,2026

(Rupees in thousands)

	PARTICULARS	Note no	31st March 2026	31st March 2025
	Income			
(1)	Revenue from operations	16	-	-
(2)	Other Income		-	31.65
	Total Income		**-**	**31.65**
(3)	**Expenses**			
	Cost of Material Consumed		-	-
	Purchase of stock in trade		-	-
	Changes in inventories of Finished goods	17	-	-
	Employee Benefit Expenses	18	504.52	137.75
	Finance Cost		-	-
	Depreciation & Amortisation Expenses	03	37.04	68.01
	Other Expense	19	2,594.69	4,009.93
	Total Expenses		**3,136.25**	**4,215.69**
(4)	**Profit before tax**		**(3,136.25)**	**(4,184.04)**
(5)	**Tax expense**	20		
	Current tax		-	-
	Deferred tax		-	-
	Total Tax expenses		-	-
			-	-
(6)	**Profit for the period (after tax)**		**(3,136.25)**	**(4,184.04)**
(7)	Other Comprehensive Income		**-**	**-**
(8)	**Total Comprehensive Income (6+7)**		**(3,136.25)**	**(4,184.04)**
(9)	Earnings per Share of Rs.10/-each	21	**(0.52)**	**(0.69)**

Notes 1 to 34 form an integral part of the financial statements
as per our report of even date attached.

For Mahesh C Solanki & Co
Chartered Accountants
FRN No.006228C

S/d
CA Rakesh Kumar
Partner /Memb No.242913
UDIN:26242913QWAXDR2069
Place: Kozhikode, Kerala
Date: 29-05-2026

For Koiya International Limited

S/d
Linta P Jose
Director
DIN: 06413031

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Statement of Cash Flows for the year ended March 31,2026

(Rupees in thousands)

	PARTICULARS	Note no	31st March 2026	31st March 2025
(A)	**Cash Flow from Operation Activities**			
	Net Profit before tax and extraordinary items		(3,136.26)	(4,184.05)
	Adjustments for:			-
	Depreciation		37.04	68.01
	Bad debts written off		-	-
	Inventories written off		-	-
	Operating Profit before working capital charges		(3,099.22)	(4,116.04)
	Adjustments for:			
	Decrease / (Increase) in Inventories		-	-
	Decrease / (Increase) in trade receivables		-	-
	Decrease / (Increase) in other current assets		(370.93)	(1,137.51)
	Decrease / (Increase) in loans and advances		(33.50)	236.00
	Decrease / (Increase) in trade payables		91.15	245.45
	Decrease / (Increase) in other current liabilities		3,299.97	5,020.28
	Decrease / (Increase) in provisions		37.50	(115.00)
	Cash generated from operations		(75.02)	133.18
	Interest paid		-	-
	Direct taxes paid		-	-
	Cash flow before extraordinary item		-	-
	Extraordinary item (Net)		-	-
	Net Cash from operating activities		**(75.02)**	**133.18**
(B)	**Cash Flow from Investing Activities**			
	Purchase of Fixed Assets		-	(10.00)
	Fixed Assets written off		-	-
	Investments Written Off		-	-
	Purchase of Investments		-	-
	Interest Received		-	-
	Dividend Received		-	-
	Net Cash from Investing Activities		**-**	**(10.00)**
(C)	**Cash Flow from Finance Activities**			
	Proceeds from issue of share capital		-	6.00
	Proceeds from long term borrowings		-	-
	Dividend paid		-	-
	Net Cash used in Finance Activities		-	-
	Net Cash from Finance activities		**-**	**6.00**
	Net Increase in Cash & cash equipment [A+B+C]		**(75.02)**	**129.18**
	Cash and cash equivalent as at (Opening balance)		532.50	403.32
	Cash and cash equivalents as at (Closing balance)		457.48	532.50

Notes 1 to 34 form an integral part of the financial statements
as per our report of even date attached.

For Mahesh C Solanki & Co
Chartered Accountants
FRN No.006228C

S/d
CA Rakesh Kumar
Partner /Memb No.242913
UDIN:26242913QWAXDR2069
Place: Kozhikode, Kerala
Date: 29-05-2026

For Koiya International Limited

S/d
Linta P Jose
Director
DIN: 06413031

S/d
Arun Raj
Director
DIN: 11735448

S/d
Shanu Jain
Company Secretary
M.No.:-A42408

Koiya International Limited

(Formerly known as Popees cares Limited)
CIN: L17120TN1994PLC029226)
No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India – 600010

Statement of Changes in Equity for the year ended March 31, 2026 *Rupees in thousands*

A. Equity share capital

(1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
60,442.50	-	-	0	60,442.50

(2) Previous Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
60,442.50	-	-	-	60,442.50

B. Other equity

(1) Current Reporting Period

	Reserves and Surplus	Other comprehensive income	Total
	Retained Earnings	Equity Instruments through Other Comprehensive Income	
Balance at the beginning of Current reporting period	(66,903.33)	-	(66,903.33)
Profit/(Loss) for the period	(3,136.26)		(3,136.26)
Other comprehensive income / (losses)	0		-
Total comprehensive income	(70,039.59)	-	(70,039.59)
Dividends			-
Balance at the end of the current reporting period	**(70,039.59)**	**-**	**(70,039.59)**

(2) Previous Reporting Period

	Reserves and Surplus	Other comprehensive income	Total
	Retained Earnings	Equity Instruments through Other Comprehensive Income	
Balance at the beginning of Previous reporting period	(62,719.29)	-	(62,719.29)
Profit/(Loss) for the period	(4,184.05)		(4,184.05)
Other comprehensive income / (losses)	0	-	-
Total comprehensive income	(66,903.33)	-	(66,903.33)
Dividends	-	-	-
Balance at the end of the Previous reporting period	**(66,903.33)**	**-**	**(66,903.33)**

Notes 1 to 32 form an integral part of the financial statements
As per our report of even date attached

For Mahesh C Solanki & Co.,
Chartered Accountants
FRNo.006228C

S/d
CA Rakesh Kumar
Partner /Memb No.242913
UDIN:26242913QWAXDR2069
Place: Kozhikode, Kerala
Date: 29-05-2026

For Koiya International Limited

S/d
Linta P Jose
Director
DIN: 06413031

S/d
Arun Raj
Director
DIN: 11735448

S/d
Shanu Jain
Company Secretary
M.No.:-A42408

Koiya International Limited
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No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India – 600010

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

Note:3
Property, Plant, Equipment & Intangible Assets Statement:

Description	Gross Block				Depreciation				Net Block	
	As At 31.03.2025	Additions	Deletions	As At 31.03.2026	Upto 31.03.2025	Current Year	Adjustments	As At 31.03.2026	As At 31.03.2026	As At 31.03.2025
Office Equipments	762.00	-	0.00	762.00	762.00	-	-	762.00	-	0.00
Electrical Fittings	94.85	-	0.00	94.85	94.85	-	-	94.85	-	0.00
Furniture & Fittings	584.33	-	0.00	584.33	584.33	-	-	584.33	-	0.00
Air Conditioner	80.75	-	0.00	80.75	80.75	-	-	80.75	-	0.00
Computer & Accessories	1,057.75	0.00	-	1,057.75	1,034.27	14.83	-	1,049.10	8.65	23.48
Intangible Assets	171.02	0.00	-	171.02	59.97	22.21	-	82.18	88.84	111.05
Total	**2,750.70**	**0.00**	**0.00**	**2,750.70**	**2,616.17**	**37.04**	**0.00**	**2,653.21**	**97.49**	**134.53**
Previous Year	-	-	-	2,750.70	-	-	-	2,616.17	134.53	

Note:
Methods of depreciation adopted are as follows.
a) Depreciation on tangible assets have been made in line with the requirement under Schedule II of the Companies Act 2013.
b) Depreciation has been charged on written down value method for all assets under plant & Machinery, furniture & fixtures , computer and accessories, and electrical fittings after retaining residual value of 5% of the cost, over the useful lives of the assets prescribed in the Act.
c) Intangible asset Trademark, Software, Website etc is to be written off over 5 years.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

PARTICULARS	31st March 2026	31st March 2025
Note No-4: Inventories		
Stock in trade	-	-
TOTAL	**-**	**-**
Note No-5: Investments		
Investment in Shares	-	-
TOTAL	**-**	**-**
Note No-6: Trade receivables		
Unsecured, Considered Good	-	-
TOTAL	**-**	**-**
Note No-7: Cash and Cash equivalent		
Balance with bank in current Accounts	221.26	296.28
Cash on hand	236.22	236.22
TOTAL	**457.48**	**532.50**
Note No-8: Other Current Assets		
Secured and considered good		
Security Deposit	-	-
GST A/C	1,866.12	1,495.19
Advance to others	269.50	236.00
TOTAL	**2,135.62**	**1,731.19**
Note No-9: Equity share Capital		
Authorised shares		
2,00,00,000 Equity shares of Rs.10/- each	2,00,000.00	70,000.00
Issued shares		
60,66,700 Equity shares of Rs.10/- reach	60,667.00	60,667.00
Subscribed and paid-up		
60,66,700 Equity shares of Rs.10/- each	60,667.00	60,667.00
Less : Calls unpaid	224.50	224.50
Add : Share Application Money Received	-	-
TOTAL	**60,442.50**	**60,442.50**
Note No-9(a):Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period.		
A) No.of Equity Shares subscribed and paid-up		
At the beginning of the period	6,066.70	6,066.70
Add: Issued during the period	-	-
Outstanding at the end of the period	**6,066.70**	**6,066.70**
B) Amount paid up on the above shares		
At the beginning of the period	60,442.50	60,439.50
Add: Received during the period	3.00	-
Outstanding at the end of the period	**60,445.50**	**60,439.50**

Koiya International Limited
(Formerly known as Popees cares Limited)
CIN: L17120TN1994PLC029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

Note No-9(b):The company has only one class of equity shares having a par value of Rs.10/-each at Balance Sheet date. Each holder of equity shares is entitled to one vote per share.

Note No-9(c):List of Shareholders holding more than 5% shares in the Company.		
	As at March 31,2025	
	No.of shares	**Percentage**
Equity shares:		
Shaju Thomas	**9,83,926.00**	**16.22**
Linta Purayidathil Jose	**3,27,975.00**	**5.41**
S.Kaliappan	**5,08,200.00**	**8.38**
	18,20,101.00	**30.00**
	As at March 31,2024	
	No.of shares	**Percentage**
Equity shares:		
S.Kaliappan	**5,08,200.00**	**8.38**
Vasanth Kumar	**13,11,101.00**	**21.61**
	18,19,301.00	**29.99**
	As at March 31,2025	
	No.of shares	**Percentage**
Note No-9(d):Shareholding of promoter and promoter group.		
Promoter Shaju Thomas (% of change during the year 100%)	**9,83,926.00**	**16.22**
Linta Purayidathil Jose (% of change during the year 100%)	**3,27,975.00**	**5.41**
Vasanth Kumar (% of change during the year -100%)	**-**	**-**
	13,11,901.00	
Note No-10: Other Equity		
General reserve		
Balance beginning of the financial year	250.00	250.00
Addition during the year	-	-
Securities premium reserve		
Balance at the beginning of the financial year	30,442.50	30,439.50
Addition during the year	-	-
Surplus / (deficit) in statement of Profit and Loss		
Balance at the beginning of the financial year	(97,595.83)	(93,411.79)
Addition during the year	(3,136.26)	(4,184.05)
TOTAL	**(70,039.59)**	**(66,906.34)**
Note No-11: Deferred tax Asset /(Liabilities)		
Balance at the beginning of the financial year	-	-
Deferred Tax Assets on		-
Fixed Assets	-	-
Business Losses	-	-
Unabsorbed Depreciation	-	-
TOTAL	**-**	**-**
Note No-12: Trade Payable		
Trade Payable	336.60	245.45
TOTAL	**336.60**	**245.45**
Note No-13: Current Tax Liabilities		
TDS Payable	21.39	18.54
TOTAL	**21.39**	**18.54**
Note No-14: Other Current Liabilities		
Audit Fees payable	15.00	15.00
GST Payable		
Other payables	100.32	173.72
Directors Loan	11,776.86	8,406.33
TOTAL	**11,892.18**	**8,595.05**

Koiya International Limited
(Formerly known as Popees cares Limited)
CIN: L17120TN1994PLC029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

Note No-15: Provisions		
Provision for Audit Fees	37.50	-
TOTAL	**37.50**	**-**
Note No-16: Revenue from Operation		
Sale of fabric / Others	-	31.65
TOTAL	**-**	**31.65**
Note No-17: Changes in inventories		
Inventories at the end of the financial year	-	-
Inventories at the beginning of the financial year(It is written off fully)	-	-
TOTAL	**-**	**-**
Note No-18: Employee benefit expenses		
Salary	504.52	137.75
TOTAL	**504.52**	**137.75**
Note No-19: Other Expenses		
Rent	882.00	1,260.00
Professional Charges	469.36	471.58
ROC Filing Charges	46.82	-
Annual listing fees	325.00	325.00
Printing & Stationery	4.18	-
Write Off	22.92	-
Audit Fee & Expenses	300.00	-
Advertisement Charges	72.98	85.72
Annual custody fees	29.45	31.65
Companies Expenses	-	17.24
Reclassification Processing Fees	280.00	-
Regulatory Compliance Expenses	50.00	22.50
Rate & Taxes	-	28.72
E-Voting Charges	54.04	45.20
Internal Audit Fee	40.00	60.00
Fine & Penalty	9.23	1,436.91
Legal Expenses	-	24.82
Travelling Expenses	-	14.18
Electricity Charges	-	173.54
Office Expenses	4.00	8.53
Bank Charges	4.73	4.35
TOTAL	**2,594.71**	**4,009.94**
Note No-20: Tax Expenses		
Current tax	-	-
Current tax expense relating to previous years	-	-
B/f Deferred Tax Liability @ 1-4-2023 Written Off (income)	-	-
Tax effect recognised in OCI	-	-
TOTAL	**-**	**-**
Note No-21:Earnings per share of Rs.10/- each		
Net profit / (loss) for the year after tax	(3,136.26)	(4,184.05)
Dividend on cumulative preference shares not provided for	-	-
Paid up Equity Share Capital in values	60,442.50	60,442.50
Face value per share (in ₹)	10.00	10.00
Earnings per Equity Share of Rs.10/each	(0.52)	(0.69)

Rupees in thousands

22 Related party transactions

Disclosure as required by Ind AS 24 and Companies Act, 2013 “Related Party Disclosures” are given below:

Names of related parties

I. Key Managerial Personnel

1 Shaju Thomas, Director ***
2 Linta Purayidathil Jose, Director ***
3 Omkar Mundhra, Director ***
4 Sumita Mishra, Director ***
5 Saroj Kumar Choudhury, Director ***

II. Enterprises over which directors have significant influence

1 POPEES BABY CARE PRODUCTS PRIVATE LIMITED
2 POMEES FASHIONS PRIVATE LIMITED
3 POPEES FASHIONS INDIA PRIVATE LIMITED
4 SEATAAL PROPERTIES PRIVATE LIMITED
5 OURKIDS MEDIA PRIVATE LIMITED
6 POPEES BABY CARE LLP
7 POPEES AUTOMOTIVE LLP
8 BIZLIKE PROJECTS LLP

Material transactions with related parties:

	Name of related Party	Nature	Opening Balance as on 01.04.25	Received during the above period	Paid during the above period	Closing balance as on 31.03.26
1	Shaju Thomas, Managing Director	Loan from Director	8,406.33	3,370.52		11,776.86
2						
3						
			8,406.33	**3,370.52**	**-**	**11,776.86**

*** Note

	Resignation date
Vasanth Kumar	09-11-23
Arjunnaraja Vishnusankar, Director	09-11-23
C Raj Mohan, CFO	09-11-23
PR Krishnan, Company Secretary	09-11-23
Josmin Jose, Company Secretary	27-04-24
Rahul Mohan, CFO	03-07-24
Suresh Menon, Director	22-04-25
Divya P S, Company Secretary	15-01-26
Sivadas Chettoor, Director	13-11-25
Indu Kamala Ravindran	14-11-25
Suresh Thekkemalaikkal Ramakrish Achary, Director	15-01-26

	Appointment Date
Shaju Thomas, Managing Director	09-11-23
Linta Purayidathil Jose, Director	09-11-23
Omkar Mundhra, Director ***	15-06-25
Sumita Mishra, Director ***	30-05-25
Saroj Kumar Choudhury, Director ***	14-11-25

Koiya International Limited
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CIN: L17120TN1994PLC029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

22A Related Party Disclosure

Particulars	**Parent (as per ownership)**		**Subsidiaries**		**Associates / Joint ventures**		**Key Managerial Persons**		**Relative of Key Managerial Person**		**Other**		**Total**	
	CY	PY	CY	PY	CY	PY	CY	PY	CY	PY	CY	PY	CY	PY
Borrowings	-	-	-	-	-	-	3,370.52	5,147.13		-	-	-	**3,370.52**	**5,147.13**
Deposits	-	-	-	-	-	-	-	-	-	-	-	-		
Placement of Deposits	-	-	-	-	-	-	-	-	-	-	-	-		
Advances	-	-	-	-	-	-	-	-	-	-	-	-		
Investments	-	-	-	-	-	-	-	-	-	-	-	-		
Purchase of fixed assets / Other assets	-	-	-	-	-	-	-	-	-	-	-	-		
Interest Paid	-	-	-	-	-	-	-	-	-	-	-	-		
Interest received	-	-	-	-	-	-	-	-	-	-	-	-		
Salary	-	-	-	-	-	-			-	-	-	-		
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	**-**						3,370.52	5,147.13					**3,370.52**	**5,147.13**

Koiya International Limited
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NOTES FORMING PART OF FINANCIAL STATEMENTS

23 The Previous year's figures have been regrouped/ rearranged wherever necessary to conform to the current year’s classification/disclosure.

24 In the opinion of the management and to the best of their knowledge and belief, the value on realisation of Trade Receivables, Trade payables, Parties accounts and Other current assets in the ordinary course of business will not be less than the amounts at which they are stated in the Balance Sheet.

25 There is no liability on account of contracts to be executed on capital accounts as at the balance sheet date.

26 The company has not provided for current tax as the management is of the opinion that there is no taxable income during the year.

27 There are no transactions with struck off companies under section 248 or 560

28 No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.

29 The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules

30 There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237 of the Companies Act 2013

31 The company has not advanced/loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

32 There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961

33 The company is not covered under section 135 of the Companies Act 2013

34 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

As per our even date attached
For Mahesh C Solanki & Co.,
Chartered Accountants
FRNo.006228C

S/d
CA Rakesh Kumar
Partner /Memb No.242913
UDIN:26242913QWAXDR2069
Place: Kozhikode, Kerala
Date: 29-05-2026

For Koiya International Limited

S/d
Linta P Jose
Director
DIN: 06413031

S/d
Arun Raj
Director
DIN: 11735448

S/d
Shanu Jain
Company Secretary
M.No.:-A42408

Koiya International Limited
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Corporate Office:RO No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India – 600010

Notes to the standalone financial statements for the year ended March 31, 2026

Note:1 Corporate information

On 10 October 2023 a BSE Listed Company Archana Software Limited founded in 1994 was acquired by the current Acquirer & Promoter and subsequently on 09th March 2026 the name of the company was changed to Koiya International Limited.This Company is a baby care company that sells products online and in physical stores.

This company is having its registered office at RO No. 5, Damodaran Street, First Floor, Back Side of Sindhi CBSE Model School, Kellys, Kilpauk, Chennai, Perambur Purasawalkam, Tamil Nadu, India – 600010, Its headquartered in Kozhikode, Kerala State,India and serving the customers across the country.

It is offering a wide range of products including clothing for newborns and infants, Fabric wash, Baby wipes, Shampoo, Body wash, Soap, Diapers, Toys and Accessories,etc.

The financial statements were authorized by the Board of Directors for issue,in their Board Meeting held on 29 May 2026.

Note:2 Significant accounting policies

2.1 Basis of preparation

2.1.1 The standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 ('the Act'.)

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand rupee, as per the requirement of schedule III, unless otherwise specified.

2.1.2 These financial statements have been prepared on historical cost basis, except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the accounting policies below:

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, (regardless of whether that price is directly observable or estimated using another valuation technique). In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability, at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
ii) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
iii) Level 3 inputs are unobservable inputs for the asset or liability.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

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2.2 Current / non-current

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is,

i) Expected to be realised or intended to be sold or consumed in normal operating cycle
ii) Held primarily for the purpose of trading
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.

A liability is current when:
i) It is expected to be settled in normal operating cycle
ii) It is held primarily for the purpose of trading
iii) It is due to be settled within twelve months after the reporting period, or
iv)There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.3 Revenue

2.3.1 Revenue from operations is recognised to the extent that it is probable that economic benefit will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made as per IND AS 115. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

2.3.2 **Rendering of other services:** Revenue is recognised upon rendering of services, provided persuasive evidence of an arrangement exist, tariff/rates are fixed or are determinable and collectability is reasonably certain.

2.3.3 **Interest income** : Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.4 Property, plant and equipment and intangible assets

2.4.1 **Property, plant and equipment:** Property, Plant and Equipment are stated at cost less accumulated depreciation or amortisation and accumulated impairment losses. Cost comprises of all cost of purchase, construction and other related costs incurred in bringing the assets to their present location and condition.
When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.
The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

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2.4.2 Impairment losses: At the end of each reporting period, the Company reviews the carrying amounts of the assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication of impairment loss exists, the recoverable amount, (i.e. higher of fair value less costs of disposal and value in use) of the asset is estimated, or, when it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is estimated. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount and an impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.4.3 Depreciation/amortisation: Depreciation/amortisation is recognised on written down value basis over the estimated useful lives of respective assets as under:

Asset category	**Useful life**
Office Equipment	8 years
Furniture & Fittings	5 years
Computers & Accessories	3 years
Computer Software	5 years

Useful life of assets different from prescribed in Schedule II has been estimated by management supported by technical assessment.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

2.5 Financial instruments

Classification:

The Company classifies its financial assets in the following measurement categories: - Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and those measured at amortised cost. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset at its fair value, in the case of a financial asset not at fair value through the Statement of Profit and Loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed in the Statement of Profit and Loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of non-derivative financial instruments

i) **Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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ii) **Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii) **Financial assets at fair value through profit and loss**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit and loss.

iv) **Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments

The company derecognizes a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

Impairment of financial assets

The company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost . The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2.6 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss.

2.6.1 Current tax: The tax currently payable is based on the estimated taxable profit for the year and is calculated using applicable tax rates and tax laws that have been enacted or substantively enacted.

2.6.2 Deferred tax: Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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2.7 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

2.8 Cash and cash equivalents

Cash and Cash Equivalents in the balance sheet and for the purpose of cash flow statement comprise cash in hand and cash at bank including fixed deposit with original maturity period of three months and short-term highly liquid investments with an original maturity of three months or less.

2.9 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.A CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements requires management to make Judgements, estimates and assumptions about the reported amounts of assets and liabilities, and income and expenses that are not readily apparent from other sources. Such judgements, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognised in the financial statements and/or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

a Income tax

As stated in Note 39, tax expense is calculated using applicable tax rates and tax laws that have been enacted or substantively enacted. In arriving at taxable profit and tax bases of assets and liabilities the Company adjudges taxability of amounts in accordance with tax enactments, case law and opinions of tax counsel, as relevant. Where differences arise on tax assessment, these are booked in the period in which they are agreed or on final closure of assessment.

b Recognition of deferred tax assets

Deferred tax assets are recognised for unused tax-loss carry forward and unused tax credits to the extent that realisation of the related tax benefit is probable. The assessment of the probability with regard to the realisation of the tax benefit involves assumptions based on the history of the entity and budgeted data for the future

c Useful lives of property, plant and equipment and, intangible assets

The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

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