IKOMA TECHNOLOGIES LIMITED

(Formerly known as Vuenow Infratech Limited)
CIN: L62099MH1993PLC074167
Reg. Office: Office No. S-157, 2nd floor, Fantasia Multiplex Entertainment Complex, Sector-30A, Vashi, Sanpada, Thane, Maharashtra-400703
Corporate Office: New No. 34 Old No. 77 Division B, III Floor Maddox Street Choolai, Vepery, Chennai, Perambur Purasawalkam, Tamil Nadu- 600007
E-Mail: goodvalueirrigationltd@gmail.com Website: https://ikoma.co.in/

Date: 05th September, 2026

The Manager, **BSE Limited,** **Phiroze Jeejeebhoy Towers,** **Dalal Street, Mumbai,** **Maharashtra 400001**	**Company Symbol: IKOMA** **Scrip Code: 531997** **ISIN: INE164D01010**

Sub: Notice of the 32nd Annual General Meeting ('AGM') and Annual Report for the Financial Year 2025-26

Dear Sir/ Ma'am,

This is to inform you about that the 32nd Annual General Meeting ('AGM') of Ikoma Technologies Limited (Formerly Known as Vuenow Infratech Limited) **(the 'Company')** is scheduled to be held on Wednesday, 30th September 2026 at 03:30 P.M.(IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the business as set forth in the Notice of the AGM.

Pursuant to Regulation 34 and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations'**), Annual Report for the Financial Year 2025-2026, comprising Notice for the 32nd AGM and Audited Standalone Financial Statement of the Company for the Financial Year 2025-2026 along with Auditor's Reports thereon, Board's Report, and other reports required to be annexed thereto, is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 32nd AGM along with Annual Report for the financial year 2025-26 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by **Purva Share Registry (India) Pvt. Ltd**. The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	**Sunday, 27th September, 2026 (09:00 A.M.)**
The remote e-voting period ends on	**Tuesday, 29th September, 2026 (05:00 P.M.)**

You are requested to take the above information and enclosed documents on your record.

For Ikoma Technologies Limited
(Formerly Known as Vuenow Infratech Limited)

RAHUL ANANDRAO BHARGAV
Digitally signed by RAHUL ANANDRAO BHARGAV
Date: 2026.09.05 18:23:18 +05'30'

Rahul Anandrao Bhargav
Managing Director
DIN: 08548577

IKOMA TECHNOLOGIES LIMITED

(Formerly known as Vuenow Infratech Limited)

CIN: L62099MH1993PLC074167

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF IKOMA TECHNOLOGIES LIMITED (FORMERLY KNOWN AS "VUENOW INFRATECH LIMITED") WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026, AT 03:30 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon

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

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

ITEM NO. 2- To propose re-appointment of Mr. Bhavesh Bhairaram Lohar (DIN: 10238291), who retires by rotation and being eligible, offers himself for reappointment

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Bhavesh Bhairaram Lohar (DIN: 10238291)**, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

ITEM NO. 3- To propose re-appointment of Ms. Preeti (DIN: 10538512), who retires by rotation and being eligible, offers herself for reappointment

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Ms. Preeti (DIN: 10538512),** who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

ITEM NO. 4- To consider and approve the re-appointment of Mr. Paras Chand Jain (DIN: 10292545) as Whole Time Director of the Company and fix his remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any read with Schedule V of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Paras Chand Jain (DIN: 10292545), as the Whole Time Director (WTD) of the Company for a period of two (2) years, with effect from 07th April, 2027 to 06th April, 2029, upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Paras Chand Jain.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to the Whole-time Director shall be governed by Section II of Part II of Schedule V to the Act, as amended or modified from time to time, or in accordance with such other provisions as may be applicable and permissible under the Act, and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors/ N&RC of the Company be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Paras Chand Jain, in such manner as may be agreed to between the Company and Mr. Paras Chand Jain, within the limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT the Board of Director(s) of the Company be and are hereby authorised to alter and vary the terms and conditions as may deem appropriate in relation to the said re-appointment on the recommendations of Nomination & Remuneration Committee of the Company subject to terms as specified in explanatory statement, and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 of the Act read with the rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 5- To approve the re-appointment of Mr. Gopal Lohia (DIN: 09563931) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152(2), Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Gopal Lohia (DIN: 09563931), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from July 02, 2026, and who meets the criteria for independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations, be and is hereby regularized and re-appointed as an Independent Director of the Company for a period of three (3) years with effect from July 02, 2026 up to July 01, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, with power to further delegate to any Officer(s) or Authorized Representative(s) of the Company, to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and issue certified true copies of this resolution as and when required."

ITEM NO. 6- To approve the re-appointment of Mr. Mahesh Kumar Nayan Kumar (DIN: 11726177) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152(2), Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mahesh Kumar Nayan Kumar (DIN: 11726177) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from July 02, 2026, and who meets the criteria for independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations, be and is hereby regularized and re-appointed as an Independent Director of the Company for a period of three (3) years with effect from July 02, 2026 up to July 01, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, with power to further delegate to any Officer(s) or Authorized Representative(s) of the Company, to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and issue certified true copies of this resolution as and when required."

ITEM NO. 7- To approve the re-appointment of Mr. Amit Balgotra (DIN: 11648446) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152(2), Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Amit Balgotra (DIN: 11648446), be and is hereby re-appointed as an Independent Director of the Company for a period of two (2) years with effect from April 07, 2027 up to April 06, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, with power to further delegate to any Officer(s) or Authorized Representative(s) of the Company, to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and issue certified true copies of this resolution as and when required."

ITEM NO. 8- To approve the re-appointment of Mr. Jatin (DIN: 11648564) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152(2), Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Jatin (DIN: 11648564), be and is hereby re-appointed as an Independent Director of the Company for a period of two (2) years with effect from April 07, 2027 up to April 06, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, with power to further delegate to any Officer(s) or Authorized Representative(s) of the Company, to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and issue certified true copies of this resolution as and when required."

ITEM NO. 9- To approve the re-appointment of Mr. Anil Kumar Kothari (DIN: 11650504) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152(2), Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Anil Kumar Kothari (DIN: 11650504), be and is hereby re-appointed as an Independent Director of the Company for a period of two (2) years with effect from April 07, 2027 up to April 06, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, with power to further delegate to any Officer(s) or Authorized Representative(s) of the Company, to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and issue certified true copies of this resolution as and when required."

ITEM NO. 10- To consider and approve the increase in Managerial Remuneration of Mr. Rahul Anandrao Bhargav, Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any read with Schedule V of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded to increase the managerial remuneration of Mr. Rahul Anandrao Bhargav, Managing Director of the Company above the limits prescribed under Section 197, including the overall as well as individual limits of net profits of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V to the Act, as amended or modified from time to time, or in accordance with such other provisions as may be applicable and permissible under the Act, and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors/ N&RC of the Company be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Rahul Anandrao Bhargav, in such manner as may be agreed to between the Company and Mr. Rahul Anandrao Bhargav, within the limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT the Board of Director(s) of the Company be and are hereby authorised to alter and vary the terms and conditions as may deem appropriate in relation to the said re-appointment on the recommendations of Nomination & Remuneration Committee of the Company subject to terms as specified in explanatory statement, and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 of the Act read with the rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 11-To take note of the certificate received from the Practicing Chartered Accountant with respect to Change of Name of the Company

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

"RESOLVED THAT pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Company do hereby take note of the certificate issued by a Practicing Chartered Accountant confirming compliance with the conditions stipulated in Regulation 45(1) for effecting the change of name of the Company.

RESOLVED FURTHER THAT the certificate from the Practicing Chartered Accountant, as placed before the meeting and made available for inspection by the Members, be and is hereby noted and taken on record."

ITEM NO. 12-To approve the withdrawal of Preferential Issue of 59,99,736 Equity Shares of Ikoma Technologies Limited (Formerly known as "Vuenow Infratech Limited") to the shareholders of Mahakal Devcon Limited ("MDL"), through SWAP of fully paid-up Equity Shares of MDL

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, including Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Act read with the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and other applicable laws, rules, regulations, circulars, notifications and guidelines, as amended from time to time, and subject to such approvals, consents and permissions as may be required from stock exchanges and other regulatory authorities, the consent of the Members of the Company be and is hereby accorded to withdraw and cancel the proposed Preferential Issue of 59,99,736 Equity Shares of Ikoma Technologies Limited (Formerly known as "Vuenow Infratech Limited") to the shareholders of Mahakal Devcon Limited ("MDL"), proposed to be issued against the swap of fully paid-up equity shares of MDL, as approved by the Board of Directors of the Company and/or the Members of the Company, as applicable.

RESOLVED FURTHER THAT the proposed issue and allotment of 59,99,736 Equity Shares of **Ikoma Technologies Limited (Formerly known as "Vuenow Infratech Limited")** pursuant to the aforesaid Preferential Issue shall stand withdrawn and cancelled, and no further action shall be taken by the Company in respect of the said Preferential Issue.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps, actions and measures and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including making necessary applications, intimations and filings with the stock exchange(s), Registrar of Companies and other statutory or regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to sign and issue certified true copies of this resolution and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By the order of the Board
For Ikoma Technologies Limited
(Formerly known as "Vuenow Infratech Limited")

Sd/-
Rahul Anandrao Bhargav
Managing Director
DIN: 08548577

Date: 14.08.2026
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto and forms part of this Notice.

2. Pursuant to the various circulars including the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, as extended from time to time and last extended vide General Circular No. 03/2025 dated September 22, 2025, issued by the MCA and circular issued by SEBI vide circular no. HO/49/14/14(7)2025- CFDPOD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory amendment(s), modification(s) or reenactment(s)thereof for the time being in force and as amended from time to time), (hereinafter referred to as "Circulars") companies are allowed to hold AGM through VC or OAVM, without the physical presence of members at a common venue.

3. Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA"), and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI read with other relevant circulars, notifications, guidelines issued by MCA and SEBI (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (collectively referred to as "Circulars"), Companies are allowed to conduct AGM through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 32nd Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Wednesday, 30th September, 2026, at 03:30 P.M. (IST) in accordance with the SS-2 issued by the ICSI. The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company situated at Office No. S-157, 2nd floor Fantasia Multiplex Entertainment, Complex, Sector-30A, Vashi, Sanpada, Thane, Maharashtra-400703.

4. The members are requested to attend and participate in the AGM through VC/ OAVM.

5. **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.

6. The Circulars have dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the shareholders. Accordingly, this Notice, along with the Annual Report for the financial year ended March 31, 2026 (**"Annual Report for F.Y. 2025-2026**"), is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ registrar and share transfer agent ("RTA")/ depositories/ depository participants ("DP") as on **September 04, 2026.**

In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those Members who have not registered their email address with the Company/ RTA/ Depositories/ Depository Participant(s).

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2025-2026 and Notice of the 32nd AGM of the Company, may send request to the Company's email address at goodvalueirrigationltd@gmail.com mentioning Folio No. / DP ID and Client ID.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, 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 AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.
8. Members who have cast their vote(s) by Remote e-voting may also attend and participate in the AGM through VC/ OAVM means but shall not be entitled to cast their vote(s) again and members who will be attending/ participating in the AGM through VC/ OAVM facility and have not casted their vote(s) on the resolutions through Remote e-voting and are otherwise not barred in doing so, shall be eligible for Voting at the AGM.

9. Members may note that the Notice and Annual Report for the F.Y. 2025-2026 is also available on the Company's website https://ikoma.co.in/ and the website of the stock exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.purvashare.com/. Any member desirous of obtaining the physical copy of the said Notice and Annual Report for F.Y. 2025-2026, may write a request to the Company at goodvalueirrigationltd@gmail.com or to RTA at support@purvashare.com. or may send a duly signed request in original at the registered office of the Company mentioning DP ID and Client ID/ Folio no.

10. The AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of the members at a common venue, therefore, the facility for appointment of proxy by the members to attend and cast vote(s) is not available for AGM. Hence the proxy form, and attendance slip including route map are not annexed to this Notice. The Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote(s) through e-Voting. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

11. Members of the Company, whose names appear in the register of members / list of beneficial owners as on **Wednesday, September 23, 2026 ("Cut-off date")** are entitled for e-Voting on resolutions set forth in this Notice. Any holder of shares in physical form, or any individual or non-individual member, who acquires shares and becomes a member of the Company after dispatch of this Notice and holds shares as on the Cut-off date, may cast vote by following the process provided in this Notice for Remote e-voting and Voting at the AGM.

12. Members can join the AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM 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 a first come first served basis. Large shareholders (shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.

13. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. Voting rights of members shall be in proportion to the paid-up equity share capital of the Company held by them, as on the Cut-off date i.e. **Wednesday, September 23, 2026 ("Cut-off date")**. In the case of joint holders, the member whose name appears as the first holder in the order of the names as per the register of members of the Company/ records of the depository as on cut-off date will be entitled to vote at the meeting.

15. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to goodvalueirrigationltd@gmail.com. Further, the said documents/ registers will also be available for inspection, electronically, during the AGM.

16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://ikoma.co.in/. Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.purvashare.com/.

17. Brief profile of the Directors proposed to be re-appointed including information required pursuant to Regulation 36 of the SEBI Listing Regulations read with the applicable provisions of SS-2 issued by the ICSI, is annexed as **Annexure-A.**

18. The Certificate received from Practicing Chartered Accountant regarding the name change of the Company pursuant to Regulation 45 is annexed as **Annexure-B.**

19. Nomination facility as per the provisions of section 72 of the Act is available to members holding shares in the Company. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members holding shares in demat form may approach their respective DP to complete the nomination formalities.

20. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, bank mandate details, etc. to their respective DPs in case the shares are held in demat form and to the RTA 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(s). Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

21. Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of:

a) Change in their residential status on return to India for permanent settlement.
b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22. The Register of Members and Share Transfer Books of the Company will remain closed from, **Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both day inclusive).**

23. The Board of Directors of the Company **("Board")** has appointed **Mr. Amit Saxena**, (Membership No.: A29918, COP No.: 11519), Proprietor, M/s Amit Saxena and Associates, Company Secretaries, as the scrutinizer **("Scrutinizer")** to scrutinize the voting process in a fair and transparent manner. The Board has appointed Purva Sharegistry (India) Private Limited **(Purva)** as the e-voting agency for facilitating e-Voting.

The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at https://ikoma.co.in/ and the website of Purva immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The Voting period begins on **Sunday, 27th September, 2026 to Tuesday, 29th September, 2026 (both day inclusive).** 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) i.e. **Wednesday, 23rd September, 2026** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter. A person who is not a member on the Cut-off date should treat this Notice for information purposes only.

(ii) The Members can join the 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 to atleast 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 AGM without restriction on account of first come first served basis.

(iii) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

(iv) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at https://ikoma.co.in/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. https://evoting.purvashare.com/.

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

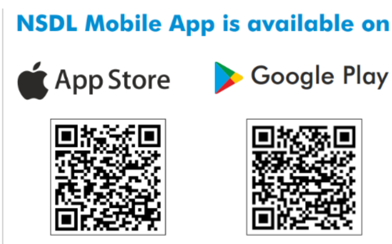
(vi) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, 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.

(vii) 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** 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, 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

	https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting 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. 

	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 Participants (DP)**	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 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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430.

(viii) 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 https://evoting.purvashare.com.

2) Click on “Shareholder/Member” 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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 as mentioned in instruction (v).

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

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen.

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

(xii) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xiv) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(xv) 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.

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

(xvii) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.

- 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 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; goodvalueirrigationltd@gmail.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote 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 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 **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at goodvalueirrigationltd@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at goodvalueirrigationltd@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 EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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. 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 **Company/RTA email id**.

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 Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

By the order of the Board
For Ikoma Technologies Limited
(Formerly known as "Vuenow Infratech Limited")

Sd/-
Rahul Anandrao Bhargav
Managing Director
DIN: 08548577

Date: 14.08.2026
Place: Mumbai

ANNEXURE – A

Details of the Directors seeking re-appointment at the 32nd Annual General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and SS-2

Name of the Director	**Mr. Bhavesh Bhairaram Lohar**	**Ms. Preeti**	**Mr. Paras Chand Jain**
Director Identification Number ("DIN")	10238291	10538512	10292545
Age	36	39	41
Category	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Whole Time Director
Date of Birth	10-03-1990	11-01-1988	10-02-1985
Nationality	Indian	Indian	Indian
Date of first appointment in the Board	07-04-2026	29-05-2026	07-04-2026
Relationship with Directors/Key Managerial Personnel	No Relationship with the existing Director of the Company.	She is the spouse of Mr. Paras Chand Jain, Whole-Time Director of the Company.	He is the spouse of Ms. Preeti, Non-Executive Director of the Company.
Qualifications	Chartered Accountant	MBA	Graduate
Experience and nature of expertise in specific functional area	Accounting, finance, and regulatory compliance	Textiles, insurance, and marketing	Insurance
Details of Board Meetings attended by the Director during the year	3	2	3
Terms and Conditions of Appointment	As recommended by Nomination and Remuneration Committee and mutual discussion with Board	As recommended by Nomination and Remuneration Committee and mutual discussion with Board	As per the Resolution and Explanatory Statement.
Remuneration sought to be paid and remuneration last draw	Sitting fees: INR 10,000/- per Board Meeting and INR 7,500/- per Committee Meeting	Sitting fees: INR 10,000/- per Board Meeting and INR 7,500/- per Committee Meeting	Upto INR 1 Crore
Directorships, Membership / Chairmanship of Committees of other Boards	**Unlisted Companies**: Saffron Factory Infomatics Private Limited	**Unlisted Companies**: Diaga Apparels Private Limited	**Unlisted Companies**: ICM Insurance Brokers Private Limited

Shareholding in the Company, either directly or by way of beneficial ownership	62,501 shares as on 04th September, 2026	40,000 shares as on 04th September, 2026	51,000 shares as on 04th September, 2026
Listed Companies from which the person has resigned from the directorship in the past three years	NIL	NIL	NIL
Rationale for the said agenda being taken in compliance of Regulation 17(11) of the Listing Regulations	Strong expertise and specialisation	Strong expertise and specialisation	Strong expertise and specialisation
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Extensive experience in accounting, finance, and regulatory compliance.	15 years of experience in marketing, primarily in the textile and insurance sectors.	Sound knowledge of risk management and financial protection services.
Brief resume of the Director	Mr. Bhavesh Lohar is a qualified Chartered Accountant with over 10 years of extensive experience in accounting, finance, and regulatory compliance. Throughout his professional journey, he has worked closely with organizations in the Healthcare and Education sectors, where he has played a key role in strengthening financial systems, ensuring compliance, and driving financial efficiency. He is actively involved in overseeing end-to-end accounting operations, preparing and analyzing financial statements, managing audit.	Ms. Preeti holds a BBA and MBA and has over 15 years of experience in marketing, with expertise in the textile and insurance sectors. Her experience in textile marketing and business development contributes significantly to the Company's growth and operations.	Mr. Paras Chand Jain is engaged in the business of insurance as an agent and advisor, with experience in providing life and general insurance solutions. He possesses sound knowledge of risk management and financial protection services, and offers advisory support to individuals and businesses. His expertise contributes to the Board's deliberations on matters relating to insurance and financial planning.

Details of the Independent Directors seeking re-appointment at the 32nd Annual General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and SS-2

Name of the Director	Mr. Gopal Lohia	Mr. Mahesh Kumar Nayan Kumar	Mr. Amit Balgotra	Mr. Jatin	Mr. Anil Kumar Kothari
Director Identification Number ("DIN")	09563931	11726177	11648446	11648564	11650504
Age	67	32	42	29	39
Category	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	07-07-1959	02-12-1994	18-10-1984	03-04-1997	02-12-1987
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first appointment in the Board	02-07-2026	02-07-2026	07-04-2026	07-04-2026	07-04-2026
Relationship with Directors/Key Managerial Personnel	No Relationship with the existing Director of the Company.	No Relationship with the existing Director of the Company.	No Relationship with the existing Director of the Company.	No Relationship with the existing Director of the Company.	No Relationship with the existing Director of the Company.
Qualifications	Graduate	Post Graduate	B. Com General	MBA	Graduate
Experience and nature of expertise in specific functional area	Corporate Governance, Statutory Compliances, Strategic Business Development, and Operational Supervision	Legal solutions, Tax planning, Internal audits, Report analysis and Factor Market Analysis.	Accounts	5 years of experience in the mobile and electronic accessories industry	Insurance
Details of Board Meetings attended by the Director during the year	0	0	3	3	3
Terms and Conditions of Appointment	As per the Resolution and Explanatory Statement.	As per the Resolution and Explanatory Statement.	As per the Resolution and Explanatory Statement.	As per the Resolution and Explanatory Statement.	As per the Resolution and Explanatory Statement.

Remuneration sought to be paid and remuneration last draw	Sitting fees: INR 10,000/- per Board Meeting and INR 7,500/- per Committee Meeting	Sitting fees: INR 10,000/- per Board Meeting and INR 7,500/- per Committee Meeting	Sitting fees: INR 10,000/- per Board Meeting and INR 7,500/- per Committee Meeting	Sitting fees: INR 10,000/- per Board Meeting and INR 7,500/- per Committee Meeting	Sitting fees: INR 10,000/- per Board Meeting and INR 7,500/- per Committee Meeting
Directorships, Membership / Chairmanship of Committees of other Boards	**Unlisted Companies:** 1. Helios Exports Limited 2. Helios Mercantile Limited 3. Shrivallabh Pittie Textiles Jhalawar Private Limited 4. Agosta Enterprises Private Limited 5. Shrivallabh Pittie Enterprises Private Limited 6. Shrivallabh Pittie Research and Training Private Limited 7. Red Maple Mercantile Limited 8. Citron Infraprojects Limited 9. SVP Textiles Ventures Private Limited	**Unlisted Companies**: ICM Insurance Brokers Private Limited	NIL	NIL	NIL

	10. The Ooty Mills Private Limited 11. Shrivallabh Pittie Industries Limited 12. Shrivallabh Pittie South West Industries Limited 13. Aswinikrishnaa Textile Private Limited **Listed Companies:** SVP Global Textiles Limited (Re-appointed w.e.f. 12.10.2023)				
Shareholding in the Company, either directly or by way of beneficial ownership	-	-	-	-	-
Listed Companies from which the person has resigned from the directorship in the past three years	SVP Global Textiles Limited (Resigned w.e.f. 29-08-2023)	NIL	NIL	NIL	NIL
Rationale for the said agenda being taken in compliance of Regulation 17(11) of the Listing Regulations	Strong expertise and specialisation	Strong expertise and specialisation	Strong expertise and specialisation	Strong expertise and specialisation	Strong expertise and specialisation
Justification for choosing the appointee for appointment as Independent Director	Expertise in corporate compliance, including MCA filings, SEBI Listing Regulations, and statutory	Professional experience in finance, treasury operations, business consulting, and regulatory	Mr. Amit has an overall experience of around 17 years in the Industry of Plastics and it's	Years of experience in the mobile and electronic accessories industry.	Experience in the field of Finance, Lighting, electrical products, and insurance

	disclosure requirements applicable to Public and Private companies.	compliance	auxillary products.		
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in corporate compliance, including MCA filings, SEBI Listing Regulations, and statutory disclosure requirements applicable to Public and Private companies.	Professional experience in finance, treasury operations, business consulting, and regulatory compliance	Experience in the plastics industry and its ancillary products.	Experience in the mobile and electronic accessories industry.	Experience in finance, lighting, and electrical products. He later expanded into the insurance sector.
Brief resume of the Director	Mr. Gopal Lohia is an experienced corporate professional with extensive expertise in corporate leadership, governance, regulatory compliance, and strategic operations. He possesses significant expertise in corporate compliance, including MCA filings, SEBI Listing Regulations, and statutory disclosure requirements applicable to public and private companies. He has extensive	Mr. Mahesh Kumar Nayan Kumar possesses professional experience in finance, treasury operations, business consulting, and regulatory compliance. He has worked in the areas of data analysis, business valuation, insurance, mutual funds, SAP finance implementation, business process analysis, tax planning, internal audits, and treasury operations. His professional experience also includes handling bank finance,	Mr. Amit holds a Bachelor of Commerce (B.Com) degree and has over 17 years of experience in the plastics industry and its ancillary products. He began his career with Rajendra Plastic Industries and has since developed strong industry expertise. He operates from Chennai.	Mr. Jatin holds an MBA from Chennai and has over 5 years of experience in the mobile and electronic accessories industry.	Mr. Anil has completed his higher education and, thereafter, ventured into businesses across finance, lighting, and electrical products. He later expanded into the insurance sector by establishing Marudhar Agencies. He brings over 17 years of experience and operates from Chennai.

	experience in strengthening corporate governance through ethical management practices, regulatory compliance, and protection of stakeholder interests.	foreign exchange transactions, customs procedures, risk management, and regulatory coordination with government authorities, including the Reserve Bank of India.			

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the Notice and shall be taken as forming part of the Notice.

Item No. 4: To consider and approve the re-appointment of Mr. Paras Chand Jain (DIN: 10292545) as Whole Time Director of the Company and fix his remuneration:

Mr. Paras Chand Jain (DIN: 10292545) was appointed as a Whole-Time Director of the Company for a period of one year commencing from April 07, 2026, till April 06, 2027 by the Board and the same was approved the members via postal ballot concluded on 05th July, 2026.

Considering his experience and nature of expertise and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors recommends to the members the proposal to re-appoint Mr. Paras Chand Jain as a Whole-Time Director of the Company w.e.f. April 07, 2027 for a period of 2 years.

A brief profile of Mr. Paras Chand Jain and other requisite details, pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice as **"Annexure A".**

The re-appointment is proposed in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the rules made thereunder, as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company proposes to give up to INR 1 crore as remuneration to Mr. Paras.

The information pursuant to Section 196, 197 and in accordance with Schedule V of the Companies Act, 2013 are mentioned below:

I. General information:

i. **Nature of industry**: The Company operates in the highly competitive IT services and construction sectors. Despite the challenging business environment, the Company remains committed to delivering high-quality services, improving operational efficiency, adopting innovative solutions, and enhancing customer satisfaction to strengthen its competitive position and achieve sustainable growth.

ii. **Date or expected date of commencement of commercial production:** The Company commenced its business after incorporation and is generating revenue through its business activities, in accordance with the objects set out in its Memorandum of Association.

iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable**.**

iv. **Financial performance based on given indicators:** The financial performance of the Company during the Financial Year 2024-2025 reflects a gross profit of approximately Rs. 1,88,45,000/-(Rupees One Crore Eighty Eight Lakhs Forty Five Thousand Only). While the Company has reported profits, the same are considered inadequate in terms of the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 for payment of managerial remuneration.

The Company continues to focus on strengthening its operational efficiency, expanding its business activities, and improving overall profitability.

v. **Foreign investments or collaborations, if any**: Not Applicable

In view of the above, and considering the scale of operations, industry standards, and the contribution of the managerial personnel, the proposed remuneration is justified and is being placed before the Members for their approval in accordance with the provisions of Schedule V of the Companies Act, 2013.

II. Information about the Director:

i. **Background details**: Mr. Paras has rich experience in the field of insurance. He possesses sound knowledge of risk management and financial protection services, and offers advisory support to individuals and businesses. His expertise contributes to the Board's deliberations on matters relating to insurance and financial planning.

ii. **Past Remuneration:** No remuneration was paid to the concerned personnel during the previous financial year i.e., FY 2024–2025.

iii. **Recognition or awards:** No recognition or awards have been granted to the said Director during their tenure with the Company.

iv. **Job profile and his suitability**: Mr. Paras is entrusted with substantial powers of management and is responsible for the overall affairs of the Company, subject to the supervision and control of the Board of Directors. The role includes strategic planning, business development, financial oversight, policy formulation, and ensuring compliance with applicable laws and regulation.

v. **Remuneration proposed:** It is proposed to pay remuneration of upto INR 1 Crore per annum to Mr. Paras Chand Jain.

vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The Company operates in competitive IT services and construction sectors, which are characterized by intense competition and significant pricing pressures that may adversely affect its margins and profitability. In the IT segment, rapid technological advancements and evolving client requirements necessitate continuous investments in technology upgrades and innovation.

For the financial year ended 31st March, 2025, the Company reported a gross profit of Rs. 1,88,45,000/-(Rupees One Crore Eighty Eight Lakhs Forty Five Thousand Only) for the Financial Year 2024-2025. The proposed remuneration of INR 1 Crore per annum is modest and commensurate with the size of the Company, its profitability, and the prevailing remuneration levels for similar positions in companies operating in the similar industry.

The Whole Time Director is entrusted with the overall management of the Company's affairs, including strategic planning, operational management, business development, regulatory compliance, financial oversight, and implementation of the decisions of the Board of Directors. The proposed remuneration is considered reasonable in view of the qualifications, experience, expertise, and responsibilities associated with the position.

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that the proposed remuneration is fair, reasonable, and in line with the remuneration practices followed by companies of comparable size and operating in the IT sector.

vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Mr. Paras is also holding 51,000 shares in the Company as on 04th September, 2026.

III. Other information:

i. **Reasons of loss or inadequate profits:** The Company has inadequate profits during the relevant financial year in terms of the limits prescribed under Section 197 of the Companies Act, 2013 due to internal restructuring.

ii. **Steps taken or proposed to be taken for improvement:** In order to further improve its financial performance and profitability, the Company has implemented various strategic measures and policies aimed at enhancing operational efficiency and increasing productivity. Continuous efforts are being made to optimize costs, improve resource utilization, and strengthen business operations. These initiatives are expected to contribute positively to the profitability of the Company in the coming years.

The management remains committed to improving overall performance and achieving sustainable growth.

iii. **Expected increase in productivity and profits in measurable terms:** Based on the strategic measures and policies implemented by the Company, including improved operational efficiency and enhanced productivity initiatives introduced from the Financial Year 2024–2025, the Company expects a steady improvement in its overall performance.

The Company anticipates an increase in productivity levels through better utilization of resources, process optimization, and cost control measures. Consequently, these efforts are expected to result in a gradual improvement in revenue and profitability in the coming financial years.

Mr. Paras Chand Jain is interested in the Special Resolution set out in Item No. 04 with respect to his re-appointment and his relative(s) may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company apart from this none of the other Directors, Key Managerial Personnel of the Company and any relatives of such other Directors/Key Managerial Personnel are in any way connected or interested in the said resolution except with respect to their shareholding in the Company.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution.**

Item No. 05: To approve the re-appointment of Mr. Gopal Lohia (DIN: 09563931) as a Non-Executive Independent Director of the Company:

In accordance with the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Gopal Lohia (DIN: 09563931)** was appointed as an Additional Non- Executive Independent Director of the Company on the board by the Directors via Resolution by circulation on **02nd July, 2026**.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has proposed and recommended the re-appointment of Mr. Gopal Lohia as a Non-Executive Independent Director of the Company for a further period of three (3) years. His tenure as an Additional Director shall expire at the ensuing Annual General Meeting.

Accordingly, it is proposed to re-appoint Mr. Gopal Lohia as a Non-Executive Independent Director of the Company for a period of three (3) years commencing from July 02, 2026 to July 01, 2029, and he shall not be liable to retire by rotation.

A brief profile of **Mr. Gopal Lohia (DIN: 09563931)**, including the nature of his expertise, is provided as **Annexure-A** to this Notice.

Accordingly, pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, approval of the Members of the Company is being sought for the appointment of **Mr. Gopal Lohia** as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a further period of three (3) years commencing from July 02, 2026 to July 01, 2029.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) except for **Mr. Gopal Lohia** is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 05** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution.**

Item No. 06: To approve the re-appointment of Mr. Mahesh Kumar Nayan Kumar (DIN: 11726177) as Non-Executive Independent Director of the Company:

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Mahesh Kumar Nayan Kumar (DIN: 11726177)** was appointed as an Additional Non- Executive Independent Director of the Company on the board by the Directors via Resolution by circulation on **02nd July, 2026**.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has proposed and recommended the re-appointment of Mr. Gopal Lohia as a Non-Executive Independent Director of the Company for a further period of three (3) years. His tenure as an Additional Director shall expire at the ensuing Annual General Meeting.

Accordingly, it is proposed to re-appoint Mr. Mahesh Kumar Nayan Kumar (DIN: 11726177) as a Non-Executive Independent Director of the Company for a period of three (3) years commencing from July 02, 2026 to July 01, 2029, and he shall not be liable to retire by rotation.

A brief profile of **Mahesh Kumar Nayan Kumar (DIN: 11726177)** including the nature of his expertise, is provided as **Annexure-A** to this Notice.

Accordingly, pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, approval of the Members of the Company is being sought for the appointment of **Mr. Mahesh Kumar Nayan Kumar** as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a further period of three (3) years commencing from July 02, 2026 to July 01, 2029.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) except for **Mr. Mahesh Kumar Nayan Kumar** is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 06** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution.**

Item No. 07: To approve the re-appointment of Mr. Amit Balgotra (DIN: 11648446) as Non-Executive Independent Director of the Company:

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Amit Balgotra (DIN: 11648446)** was appointed as an Additional Non- Executive Independent Director of the Company on the board by the Directors in the meeting held on 07th April, 2026.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has proposed and recommended the re-appointment of Mr. Amit as a Non-Executive Independent Director of the Company for a further period of two (2) years.

Accordingly, it is proposed to re-appoint Mr. Amit Balgotra (DIN: 11648446) as a Non-Executive Independent Director of the Company for a period of two (2) years commencing from April 07, 2027 to April 06, 2029, and he shall not be liable to retire by rotation.

A brief profile of **Mr. Amit Balgotra (DIN: 11648446)** including the nature of his expertise, is provided as **Annexure-A** to this Notice.

Accordingly, pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, approval of the Members of the Company is being sought for the re-appointment of Mr. Amit Balgotra (DIN: 11648446) as a Non-Executive Independent Director of the Company for a period of two (2) years commencing from April 07, 2027 to April 06, 2029, and he shall not be liable to retire by rotation.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) except for **Mr. Amit Balgotra** is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 07** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution.**

Item No. 08: To approve the re-appointment of Mr. Jatin (DIN: 11648564) as Non-Executive Independent Director of the Company:

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Jatin (DIN: 11648564)** was appointed as an Additional Non- Executive Independent Director of the Company on the board of the Company by the Directors in the meeting held on 07th April, 2026.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has proposed and recommended the re-appointment of Mr. Jatin as a Non-Executive Independent Director of the Company for a further period of two (2) years.

Accordingly, it is proposed to re-appoint Mr. Jatin (DIN: 11648564) as a Non-Executive Independent Director of the Company for a period of two (2) years commencing from April 07, 2027 to April 06, 2029, and he shall not be liable to retire by rotation.

A brief profile of **Mr. Jatin (DIN: 11648564)** including the nature of his expertise, is provided as **Annexure-A** to this Notice.

Accordingly, pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, approval of the Members of the Company is being sought for the re-appointment of **Mr. Jatin** as a Non-Executive Independent Director of the Company for a period of two (2) years commencing from April 07, 2027 to April 06, 2029, and he shall not be liable to retire by rotation.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) except for **Mr. Jatin** is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 08** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution.**

Item No. 09: To approve the re-appointment of Mr. Anil Kumar Kothari (DIN: 11650504) as Non-Executive Independent Director of the Company:

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Anil Kumar Kothari (DIN: 11650504)** was appointed as an Additional Non- Executive Independent Director of the Company on the board of the Company by the Directors in the meeting held on 07th April, 2026.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has proposed and recommended the re-appointment of Mr. Anil Kumar Kothari as a Non-Executive Independent Director of the Company for a further period of two (2) years.

Accordingly, it is proposed to re-appoint Mr. Anil Kumar Kothari as a Non-Executive Independent Director of the Company for a period of two (2) years commencing from April 07, 2027 to April 06, 2029, and he shall not be liable to retire by rotation.

A brief profile of **Mr. Anil Kumar Kothari (DIN: 11650504)** including the nature of his expertise, is provided as **Annexure-A** to this Notice.

Accordingly, pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, approval of the Members of the Company is being sought for the re-appointment of **Mr. Anil Kumar Kothari** as a Non-Executive Independent Director of the Company for a period of two (2) years commencing from April 07, 2027 to April 06, 2029, and he shall not be liable to retire by rotation.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) except for **Mr. Anil Kumar Kothari** is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 09** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution.**

Item No. 10: To consider and approve the increase in managerial remuneration of Mr. Rahul Anandrao Bhargav, Managing Director of the Company

Mr. Rahul Anandrao Bhargav is the promoter and Managing Director of the Company. Considering his experience and nature of expertise and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors recommends to the members to increase his managerial remuneration.

The information pursuant to Section 196, 197 and in accordance with Schedule V of the Companies Act, 2013 are mentioned below:

I. General information:

i. **Nature of industry**: The Company operates in the highly competitive IT services and construction sectors. Despite the challenging business environment, the Company remains committed to delivering high-quality services, improving operational efficiency, adopting innovative solutions, and enhancing customer satisfaction to strengthen its competitive position and achieve sustainable growth.

ii. **Date or expected date of commencement of commercial production:** The Company commenced its business after incorporation and is generating revenue through its business activities, in accordance with the objects set out in its Memorandum of Association.

iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

iv. **Financial performance based on given indicators:** The financial performance of the Company during the Financial Year 2024-2025 reflects a gross profit of approximately Rs. 1,88,45,000/-(Rupees One Crore Eighty Eight Lakhs Forty Five Thousand Only). While the Company has reported profits, the same are considered inadequate in terms of the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 for payment of managerial remuneration. The Company continues to focus on strengthening its operational efficiency, expanding its business activities, and improving overall profitability.

v. **Foreign investments or collaborations, if any**: Not Applicable

In view of the above, and considering the scale of operations, industry standards, and the contribution of the managerial personnel, the proposed remuneration is justified and is being placed before the Members for their approval in accordance with the provisions of Schedule V of the Companies Act, 2013.

II. Information about the Director:

i. **Background details**: Mr. Bhargav has rich Experience of over Eighteen Years in the field of Business Development and media Consultancy. He is playing a vital role in formulating business strategies and development and effective implementation of the same.

ii. **Past Remuneration:** No remuneration was paid to the concerned personnel during the previous financial year i.e., FY 2024–2025.

iii. **Recognition or awards:** No recognition or awards have been granted to the said Director during their tenure with the Company.

iv. **Job profile and his suitability**: Mr. Bhargav is entrusted with substantial powers of management and is responsible for the overall affairs of the Company, subject to the supervision and control of the Board of Directors. The role includes strategic planning, business development, financial oversight, policy formulation, and ensuring compliance with applicable laws and regulation.

v. **Remuneration proposed:** It is proposed to pay remuneration of upto INR 1 Crore per annum to Mr. Rahul Anandrao Bhargav.

vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The Company operates in competitive IT services and construction sectors, which are characterized by intense competition and significant pricing pressures that may adversely affect its margins and profitability. In the IT segment, rapid technological advancements and evolving client requirements necessitate continuous investments in technology upgrades and innovation.

For the financial year ended 31st March, 2025, the Company reported a gross profit of Rs. 1,88,45,000/-(Rupees One Crore Eighty Eight Lakhs Forty Five Thousand Only)/- for the Financial Year 2024-2025. The proposed remuneration of INR 1 Crore per annum is modest and commensurate with the size of the Company, its profitability, and the prevailing remuneration levels for similar positions in companies operating in the similar industry.

The Managing Director is entrusted with the overall management of the Company's affairs, including strategic planning, operational management, business development, regulatory compliance, financial oversight, and implementation of the decisions of the Board of Directors. The proposed remuneration is considered reasonable in view of the qualifications, experience, expertise, and responsibilities associated with the position.

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that the proposed remuneration is fair, reasonable, and in line with the remuneration practices followed by companies of comparable size and operating in the textile sector. The remuneration is also within the limits prescribed under the applicable provisions of the Companies Act, 2013, read with Schedule V thereto.

vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** He is also the promoter of the Company and is holding 36.70% of shares in the Company.

III. Other information:

i. **Reasons of loss or inadequate profits:** The Company has inadequate profits during the relevant financial year in terms of the limits prescribed under Section 197 of the Companies Act, 2013 due to internal restructuring.

ii. **Steps taken or proposed to be taken for improvement:** In order to further improve its financial performance and profitability, the Company has implemented various strategic measures and policies aimed at enhancing operational efficiency and increasing productivity. Continuous efforts are being made to optimize costs, improve resource utilization, and strengthen business operations. These initiatives are expected to contribute positively to the profitability of the Company in the coming years.

The management remains committed to improving overall performance and achieving sustainable growth.

iii. **Expected increase in productivity and profits in measurable terms:** Based on the strategic measures and policies implemented by the Company, including improved operational efficiency and enhanced productivity initiatives introduced from the Financial Year 2024–2025, the Company expects a steady improvement in its overall performance.

The Company anticipates an increase in productivity levels through better utilization of resources, process optimization, and cost control measures. Consequently, these efforts are expected to result in a gradual improvement in revenue and profitability in the coming financial years.

Item No. 11: To take Note of Certificate from a Practicing Chartered Accountant for Change of name

The Company, while undertaking the process of change of its name, was required to comply with the provisions of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

As per Regulation 45(3), a certificate from a Practicing Chartered Accountant confirming compliance with the conditions specified in Regulation 45(1) must be placed before the shareholders.

Due to an inadvertent omission, the said certificate was not annexed earlier. Based on the query raised by the Stock Exchange (BSE) during the scrutiny of the name change process, the Company has now obtained the requisite certificate from a Practicing Chartered Accountant. The certificate confirms that the Company is in compliance with all the conditions of Regulation 45(1).

The certificate is available for inspection by the Members at the Registered Office of the Company and forms part of this Explanatory Statement as **Annexure-B.**

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out in **Item No. 10** for the approval of the Members.

Item No. 12: To approve the withdrawal of Preferential Issue of 59,99,736 Equity Shares of Ikoma Technologies Limited (Formerly known as "Vuenow Infratech Limited"), to the shareholders of Mahakal Devcon Limited ("MDL"), through SWAP of fully paid-up Equity Shares of MDL

The Board of Directors of the Company, at its meeting held on 02nd September, 2025 had considered and approved the proposal for issue and allotment of **59,99,736 (Fifty-Nine Lakh Ninety-Nine Thousand Seven Hundred Thirty-Six) Equity Shares** of the Company to the shareholders of **Mahakal Devcon Limited ("MDL")**, on a preferential basis, through swap of fully paid-up equity shares of MDL, subject to the requisite approvals.

The proposed preferential issue was intended to facilitate the acquisition of the equity shares of MDL through a share swap arrangement and was subject to compliance with the applicable provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws and regulations.

However, upon subsequent consideration of the matter and taking into account the prevailing circumstances, commercial considerations and other relevant factors, the Board of Directors has decided **not to proceed with the aforesaid proposed preferential issue**.

Accordingly, the Board has approved the withdrawal of the proposed preferential issue of 59,99,736 Equity Shares of the Company to the shareholders of MDL. The Company seeks the approval of the Members for the withdrawal of the said preferential issue. The withdrawal of the proposed preferential issue has also been duly intimated to **BSE Limited**.

The withdrawal of the proposed preferential issue shall be subject to such regulatory/statutory approvals, if any, as may be applicable.

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 shareholding, if any, in the Company and/or MDL.

The Board recommends the resolution set out at Item No. 12 of the accompanying Notice for approval of the Members by way of **Special Resolution**.

By the order of the Board
For Ikoma Technologies Limited
(Formerly known as "Vuenow Infratech Limited")

Sd/-
Rahul Anandrao Bhargav
Managing Director
DIN: 08548577

Date: 14.08.2026
Place: Mumbai

NYS & COMPANY
Chartered Accountants

To,
The Board of Directors of
Ikoma Technologies Limited
(Formerly known as Vuenow Infratech Limited)
Z1-3092, Akshar Business Park, Sector 25,
Vashi, Navi Mumbai, Sanpada, Thane, Maharashtra-400703

This is to certify that I have verified the Books of Accounts and relevant documents of **Ikoma Technologies Limited (Formerly known as Vuenow Infratech Limited)** having its registered office at Z1-3092, Akshar Business Park, Sector 25, Vashi, Navi Mumbai, Sanpada, Thane, Maharashtra-400703 which is under process of change of name under Bombay Stock Exchange from '**Vuenow Infratech Limited**' to '**Ikoma Technologies Limited**.' We hereby certify the following conditions as mentioned under Regulation 45(1):

Sr No.	Particulars	Auditor's remarks
(a)	**A time period of at least one year has elapsed from the last name change**	The Company last changed its name in 2023; therefore, a period of at least one year has elapsed since the previous name change;
(b)	**At least fifty percent (50%) of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name, or**	**Not Applicable** as the Company continues to be in the same line of business, and there has been no change in its business activities.
(c)	**The amount invested in the new activity/project is at least fifty percent of the assets of the Listed entity.**	The Company is continuing in same line of business hence there is no new activity or project.

For NYS & Company
Chartered Accountants
FRN: 017007N

NYS & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

CA Nitesh Agrawal
Partner
Membership No: 527125
UDIN: 25527125BMONTN8893

Place: Delhi
Date: 10.11.2025