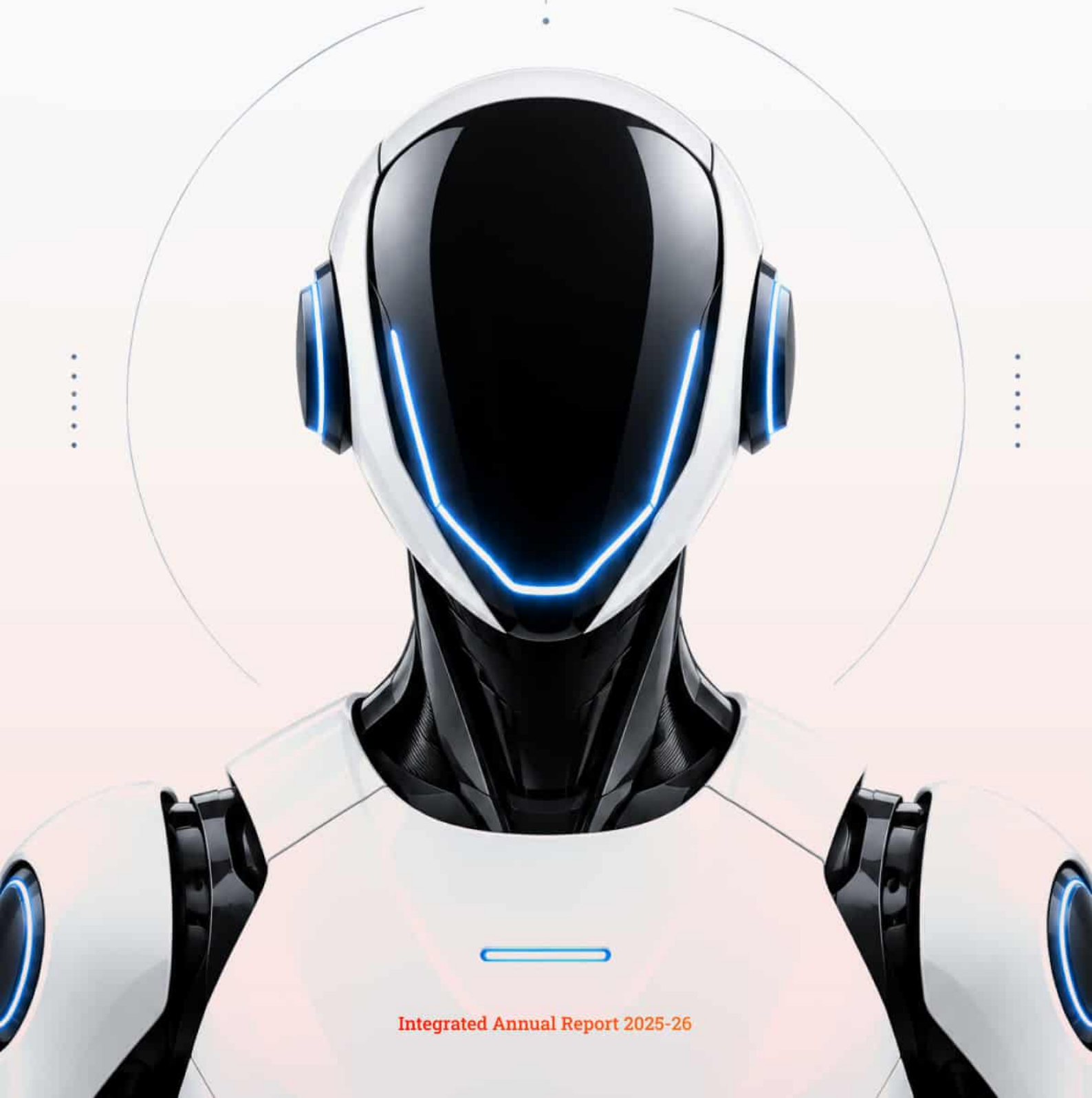


Engineering Physical AI

Taking AI from Code to the Physical World



Disclaimer & Forward-looking Statement

The information, documentation, or any part thereof provided in this Annual Report should not be considered as a prospectus, placement memorandum, or an offer to acquire any securities. It is not intended to solicit investments. Kody Technolab Limited, an autonomous robotics and deeptech company, does not make any representation or warranty, express or implied, regarding the fairness, accuracy, completeness, or correctness of the information or opinions contained herein. Any reliance on this information should be done with caution. This document is protected by copyright and cannot be copied or disseminated in any manner without proper authorisation.

The information presented in this document is current as of the date of publication. It may contain forward-looking statements that reflect our current assessment and future expectations concerning the implementation of strategic initiatives and business developments at Kody Technolab Limited. Actual developments and results may differ materially due to various factors, including market trends, regulatory changes, competitive pressures, technological advancements, and other key considerations that may impact our business and financial performance. We do not undertake any obligation to publicly revise any forward-looking statements to reflect future events or circumstances.

No person is authorised to provide information or make representations inconsistent with this Annual Report on behalf of Kody Technolab Limited. Any such unauthorised information or representation should not be relied upon. The Company and its management will not be held responsible for any actions taken based on such unauthorised statements.

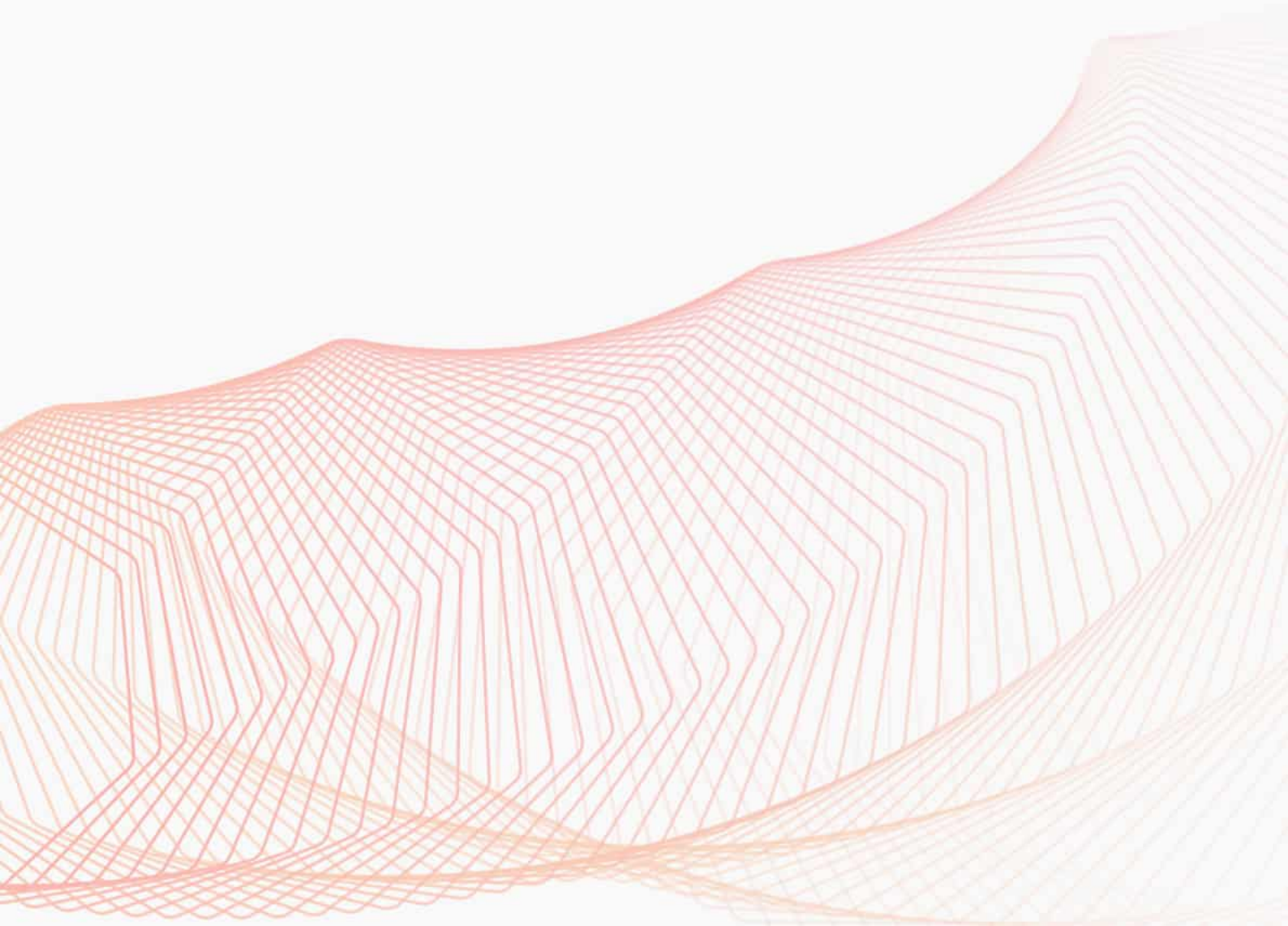


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FROM INTELLIGENCE TO IMPACT



Building India's Physical AI Company for a World in Motion.

Human ambition is limitless; human hands are not. Kody exists to close that gap by bringing intelligence into the physical world, one robot, one industry and one real-world problem at a time.

Manav Patel
Chairman &
Managing Director

Dear Shareholders,

The most meaningful measure of a technology company is not the sophistication of what it builds in a laboratory. It is what happens when that technology leaves the laboratory and enters the real world. FY 2025-26 was that year for Kody Technolab.

A year ago, I shared with you our conviction that India should not merely participate in the global AI and robotics revolution, but help shape it. This year, we took that conviction into execution. Our robots moved deeper into real-world environments, our customer relationships matured, and our products encountered the complexity of actual operations, and became better for it. The laboratory proves possibility. The real world proves value. FY26 was the year Kody began building that proof.

When I look at Kody today, I no longer see a software services provider. I see what we are becoming - a Physical AI company, where our own robots, our own AI, our own hardware, and the platform that monetises them all come together as one.

A Year of Disciplined Execution

Our standalone revenue grew from ₹71.77 crore in FY25 to ₹84.01 crore in FY26, and standalone Profit After Tax rose from ₹17.62 crore to ₹21.85 crore. This performance is consistent with the plan we set ourselves for FY26. It was a year in which we deliberately chose to build the foundation: manufacturing capability, technology ownership, deployment systems, and organisational depth. The growth we pursue is growth we can sustain, service and repeat.

The more important progress, however, lies beneath the numbers. More than 200 of our robots are now live across India and the UAE, operating in retail environments, our strongest area of traction, as well as hospitality, airports, government and institutional settings. This deployment footprint matters for a reason that goes beyond scale: every robot in the field teaches us something no laboratory can. How to navigate crowded, unpredictable spaces. How to deploy with fewer people and less effort. How to recover from the unexpected challenges, improve uptime, and make each product easier to operate and maintain.

This is the quiet advantage we are compounding. Every deployment becomes product intelligence; better products become easier to deploy; easier deployment accelerates scale. In a category with no established playbook, the company that learns fastest from the field builds the deepest moat. This flywheel - deployment, learning, improvement, scale - is now one of Kody's most valuable assets, and it is one that cannot be bought or copied. It can only be earned, robot by robot, in the field.

From Robots to a Robotics Platform

A commercially successful robot is not a machine of motors and sensors. It is a system in which hardware, embedded electronics, autonomy, AI, software, connectivity, deployment processes, service infrastructure and a sustainable business model all work together. Through FY26, we strengthened each of these layers.

FROM INTELLIGENCE TO IMPACT

Our autonomous navigation capabilities advanced further. We deepened our AI and language-model work, including an in-house model for voice assistance. We initiated ADAS capabilities for outdoor surveillance applications, and began training humanoid systems in simulation for tasks such as pick-and-place and balance. Alongside this, we expanded research into humanoid robotics and indoor and outdoor surveillance robotics.

We are not building robots because robots are interesting. We are building intelligence that can sense, understand, decide and act in the physical world. The first generation of AI lived on screens, it wrote, analysed and advised. The next generation will act. That convergence of AI and robotics is what the world now calls Physical AI, and it is the opportunity Kody is built for.

Owning the Technology Stack

One of the most consequential decisions we took this year was to strengthen our control over the underlying technology stack. During FY26, we initiated our embedded technology and in-house chip development efforts, with a clear objective: reducing external dependencies and increasing our ability to design and optimise the electronics at the heart of our robotic systems.

When hardware, embedded systems, AI and robotics software are designed to work together, we can optimise the whole system resulting in better performance, faster iteration and firmer control over our own roadmap. It also makes Kody structurally more resilient. In a world where technology supply chains have become instruments of geopolitics, technological independence is not an engineering preference. It is risk management. For a company building globally competitive robotics products from India, we believe this integration will matter more with every passing year.

From Product Development to Manufacturing at Scale

A technology company can demonstrate one successful prototype. A product company must manufacture thousands which are reliable, cost-effective, and maintain consistent standards. That is a fundamentally different discipline, and FY26 was the year we began building it in earnest.

Our current manufacturing capability stands at approximately 200 robots per month. A new 200,000-square-foot production facility is under development to support substantially larger volumes, with capacity planned to scale up to approximately 12,000 units per month - depending on demand, not ahead of it. Our relationship with WEMS remains an important part of this strategy, while Falcon Tech Robotics anchors our distribution and manufacturing ecosystem in the UAE and GCC.

For us, manufacturing is not an operational function. It is a strategic capability that will determine how quickly Indian robotics companies convert promising technology into global businesses. We intend to build that capability in India.

India as the Starting Point. The World as the Opportunity.

Our international journey moved from intention to execution this year. Following the major UAE order received last year, we began deploying robots across the region and expanding our presence in public and commercial environments. The UAE has become a demanding and valuable teacher, a sophisticated market whose operating standards sharpen our understanding of what global deployment requires.

Having established these foundations, we are now actively evaluating entry into the United States, one of the world's most important markets for robotics and automation. We will approach it the way we approach everything: with ambition matched by discipline. We are not interested in geographical presence for the sake of it. We will enter with products proven in the field, refined through deployment, and supported by an increasingly integrated technology and manufacturing platform and we will pace our investment to the evidence.

Building a Durable Business Model

Our revenue today is driven primarily by the sale of robots and software. But a robot creates value across its entire lifecycle, through deployment, software, maintenance, services, advertising and recurring usage. We are therefore working to steadily increase the contribution of recurring revenue, including exploring Robotics-as-a-Service and advertising-led opportunities through our subsidiaries.

This transition matters to shareholders for a simple reason: recurring revenue creates deeper customer relationships, greater predictability, and a business whose interests are aligned with the long-term performance of every system we deploy. Our ambition is to evolve from selling robots to building an enduring ecosystem around them.

FROM INTELLIGENCE TO IMPACT

Building the Organisation for the Next Chapter

Technology does not build companies; people do. Our team grew from 250 to more than 300 during the year, with new depth in embedded engineering, AI/LLM engineering, and robotics. The mindset we are cultivating matters as much as the numbers: mechanical engineering working with electronics, electronics with embedded software, embedded software with AI, and all of it in service of a customer's real problem. This integrated way of thinking is rare, it takes years to build, and it is exactly what the next phase of Kody demands.

Looking Ahead

FY27's priorities are clear. We intend to commence production and global delivery of our medical robotics solutions. We will scale Odigo through both robot sales and recurring Robotics-as-a-Service engagements. We will deepen our presence in existing markets while taking our initial deliberate steps towards entering the United States market. Simultaneously, we will be focusing on advancing our humanoid and surveillance robotics programmes.

Over the next three to five years, our ambition is to establish Kody as a globally recognized Physical AI company originating from India with proprietary robotics, intelligent software, embedded technology, manufacturing capability and scalable platforms working together as one integrated ecosystem. We do not want to be known simply as a company that sells robots. We want to be known as a company that builds intelligent machines capable of creating measurable value in the real world. And when the world asks who is building India's robots for the next generation, we want Kody Technolab to be one of the names that stands out.

A Responsibility We Take Seriously

As machines become more capable, the question is no longer only what they can do, but what they should do and whom they should serve. Our position is unambiguous: we build machines to take on repetitive, hazardous and physically demanding work, so that people can focus on creativity, judgement and empathy. Technology should not make humanity smaller. It should make human possibility larger. We will continue to hold ourselves to that standard with discipline, transparency, humility and a long-term perspective.

Thank You

To our employees: thank you for choosing to build something difficult. The path from an idea to a robot operating reliably in the real world is unforgiving, and your persistence is shaping the company we are becoming.

To our customers: thank you for trusting us with real problems in real environments, your feedback remains our most valuable source of information, enabling innovation.

To our partners: thank you for helping us build the ecosystem Indian robotics needs. And to our shareholders: thank you for your continued trust, which we regard not as an entitlement but as something to be re-earned every year.

FY25 was about articulating our belief in the future of AI and robotics. FY26 was about proving that belief in the real world. The next chapter is about scaling, pursued with the same discipline that brought us here.

The future is moving from intelligence to action. Kody intends to be at the forefront of that movement.

Warm regards,

Manav Patel

Chairman & Managing Director

Kody Technolab Limited

FROM TECHNOLOGY TO SCALE



Turning robotics capability into repeatable customer value.

The real measure of a robot is not what it can do once. It is what it can do reliably, repeatedly and at a cost the customer can justify.

Sanjay Kidecha
Chief Executive Officer

Dear Shareholders,

I write to you for the first time as your Chief Executive Officer, a responsibility I assumed in May 2026, after the close of the financial year this report covers. But FY 2025–26 is not a year I observed from a distance. I lived it from inside the company's operations and its finances, in the role of Chief Operating Officer and Chief Financial Officer, before the Board entrusted me with this position. What follows, therefore, is an operator's first-hand account of the year and of what I am now accountable for delivering next.

The Chairman has described the future Kody is building towards. I will talk about the mechanics of getting there.

What a Robotics Business Really Is

Let me begin with the conviction that shapes every decision I take as CEO.

Customers do not buy robots because they want a robot. They buy because they have a problem - labour inefficiency, customer disengagement, cleaning or surveillance issues, operational inconsistency, things that need solving, every day, without fail. The robot is the means to that end. Customer value is the product.

This leads to a demanding conclusion: a robot is not a product until it creates repeatable value. Building an impressive machine is an engineering achievement. Deploying it, operating it reliably, servicing it economically and repeating that across hundreds of sites, that is business. When I took charge as CEO, this is where I saw Kody's real opportunity: not a shortage of technology or ideas, but the chance to convert the capabilities we have built into a repeatable, scalable operating model.

The Year in Review

The growth we saw this year was driven because of the transition from technology development to commercial deployment. As our installed base expanded, we have established something more valuable than any single sale: a durable relationship between deployment scale and commercial opportunity. Each robot in the field opens revenue beyond the initial transaction - software, maintenance, services, advertising and Robotics-as-a-Service.

FROM TECHNOLOGY TO SCALE

Profitability improved with scale, but I want to be precise about why that matters. The economics of robotics change fundamentally when products become standardised and deployment becomes repeatable. Our focus is therefore not only on growing revenue, but on improving the economics of every stage: procurement, manufacturing, deployment, servicing and recurring monetisation. That is where durable operating leverage will come from.

What the Field Taught Us

Operating more than 200 robots outside controlled environments gave us something no laboratory can: operational truth.

The field taught us that reliability is not a feature, it is the foundation of a robotics business. A customer expects a robot to work within the realities of their environment: crowded floors, changing conditions, untrained operators, unforgiving schedules. This has changed how we build. We now design not only for capability, but for deployment time, uptime, serviceability, usability and total cost of ownership because those are the terms on which customers judge us.

I will also be candid about what did not go to plan. Not every application progresses at the same pace. A technically attractive use case does not automatically become a commercial adoption; customer workflows, infrastructure and economics all intervene, and some products needed more validation and iteration than we initially expected. Our response has been to sharpen the filter: we now prioritise opportunities where the customer's problem is clear, the value is measurable and the deployment can be standardised.

That learning is compounding into our most defensible asset. Every deployment feeds engineering; every improvement makes the next deployment easier. Deploy, observe, learn, improve, standardise, scale - this loop is now built into how Kody operates, and it is an advantage no competitor can copy from a specification sheet. A feature can be replicated. An integrated system carrying thousands of operational learnings cannot. Our ambition is to make execution itself a competitive advantage.

What We Built Beneath the Numbers

Three investments made this year will not show fully in FY26 revenue, but each converts directly into FY27 capability.

First, manufacturing readiness. We can today assemble approximately 200 robots per month, and our new 200,000-square-foot facility is being developed to take us well beyond that in planned phases, expanding in step with demand. The challenge in robotics manufacturing is not making a robot once; it is making the same robot repeatedly, consistently and economically. Our investments alongside our partner WEMS, and with Falcon Tech Robotics anchoring the UAE and GCC are designed to create that repeatability, so that capacity becomes an enabler of demand rather than a constraint on it.

Second, deeper ownership of our technology. We initiated in-house embedded electronics and chip development, and advanced our own AI capabilities across navigation, perception and voice. The logic is system-level: when hardware, embedded systems and AI are designed together, we optimise the whole product rather than its parts - improving performance and cost while reducing external dependencies that could one day constrain our roadmap.

Third, the organisation. Our team grew with new depth in embedded engineering, AI and robotics disciplines. But my focus goes beyond headcount: as Kody scales, we must move from individual excellence to institutional capability - clear accountability, field feedback reaching engineering quickly, decisions driven by data, and teams that execute across functions rather than within silos. Companies that scale on individual heroics break. We are building the systems that scale.

How I Measure Our Progress

Having served as this company's CFO, I hold a simple view: growth that is not economically sound is not growth, it is deferred risk. We back growth with the capital it can justify, phase capital expenditure against demand evidence, and watch working capital as closely as revenue.

Beyond the headline financials, I track three measures of business quality: revenue per deployed robot, which tells us whether the installed base is becoming more productive; the contribution of recurring revenue, which tells us whether our earnings are becoming more predictable; and the cycle time from order to productive operation, which tells us whether our execution is genuinely getting faster. These are the numbers that reveal whether we are building a repeatable business and moving in the right direction.

FROM TECHNOLOGY TO SCALE

Priorities for FY27

My commitments for the year ahead are specific. We will scale the installed base in our proven sectors. We will improve the economics of the business through manufacturing efficiency and deployment productivity. We will grow the recurring share of our revenue through Robotics-as-a-Service, maintenance services, software and advertising. We will commence production and first global deliveries of our medical robotics solutions while advancing our surveillance and humanoid programmes. And we will expand internationally with discipline: deepening the UAE and GCC, and completing the groundwork for the United States so that when we enter, we enter prepared.

Why I Am Confident

My confidence does not come from assuming everything will go to plan. It comes from the fact that Kody now has what it did not have two years ago: products in the field, customers using them daily, a strengthening feedback loop between operations and engineering, growing manufacturing capability and an increasingly clear understanding of the economics of deployment. These are tangible foundations, and the task ahead is to convert them into scale with discipline.

To our employees, thank you for doing the hard version of this work, where the code must survive a crowded mall on a Saturday evening. To our customers and partners, thank you for trusting us with real problems. And to our shareholders, thank you for a trust we intend to re-earn every year.

The Chairman has set the destination. I own the road. I look forward to reporting our progress to you, milestone by milestone.

Warm regards,

Sanjay Kidecha
Chief Executive Officer
Kody Technolab Limited

People Who Bet on Physical AI



Governance & Board Leadership

Steering Physical AI Innovation with Institutional Rigor and Strategic Vision.

Leadership & Team

Board of Directors



Executive Management Team



Audit Committee	Corporate Social Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee
Bhoomik Patel Chairperson	Bhoomik Patel Chairperson	Bhoomik Patel Chairperson	Bhoomik Patel Chairperson
Harshil Gajja Member	Harshil Gajja Member	Harshil Gajja Member	Pramod Vasave Member
Manav Patel Member	Pooja Patel Member	Manali Patel Member	Manali Patel Member

Statutory Auditor

M/s. Khandhar & Associates

Chartered Accountants, Ahmedabad

Secretarial Auditor

M/s. Jitendra Parmar & Associates

Company Secretaries, Ahmedabad

Share Transfer Agent

KFin Technologies Limited

Selenium Building, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032

Registered Office

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

About Kody Technolab Limited

Defining the Physical AI Era

Kody Technolab Limited is an NSE-listed Indian deeptech company operating at the intersection of physical AI, autonomous robotics, and platform engineering. Established in 2017 as a software innovation company, the organisation has undergone a deliberate, structured transition into a vertically integrated robotics enterprise: one that designs intelligent machines, develops the AI systems that power them, and operates the platforms that monetise and manage them at scale.



In FY 2025–26, Kody recorded its strongest operational year to date. Commercial deployments were scaled across India and the GCC. A multi-robot order from a GCC client, valued in excess of ₹2500 Lacs, marked the largest single contract in the Company's history. A patent was filed on Odigo's proprietary navigation and dual-display architecture, strengthening the Company's intellectual property position. Three healthcare screening platforms: Medigo, Kidigo, and Femigo; were launched through a strategic partnership with Sscore AI Tech Diagnostic Limited, extending Kody's portfolio into preventive healthcare infrastructure for the first time.

The Company's approach to product development is grounded in full-stack technical ownership. Kody designs and manufactures its robots without dependence on imported hardware kits or third-party robotic platforms. Proprietary PCB architectures, custom embedded electronics, native machine-vision models, and edge-AI navigational frameworks are developed entirely in-house. This vertical integration, from component design through to field deployment and service, is the structural basis of the Kody's competitive position and the foundation upon which its margin profile is built.

Kody operates a dual-engine model: robot outright sales that generate immediate capital, and high-margin recurring streams: RaaS, programmatic advertising, maintenance contracts and fleet software; that compound as the installed base grows.

Key Information

Headquartered in India with operations across the GCC and planned expansion into the United States	Vertically integrated structure - from R&D and IP development to manufacturing, deployment, and monetisation	Portfolio of 9 proprietary robots serving enterprise clients and public sector agencies across commercial, healthcare, and industrial verticals	Strategic alliances in manufacturing (WEMS), GCC expansion (Falcon Tech Robotics), and healthcare (Sscore AI Tech Diagnostic Limited)
₹8028 Lacs	₹2500+ Lacs	200+	09
Revenue, FY 2025–26	Largest single order, secured from GCC client	Commercial robot deployments, India and GCC	Proprietary robots, fully developed and field-deployed

Defining the Physical AI Era



Our Vision

Empowering people, infrastructure, and industries with robotics, AI and intelligent software to shape a smarter, sustainable future.



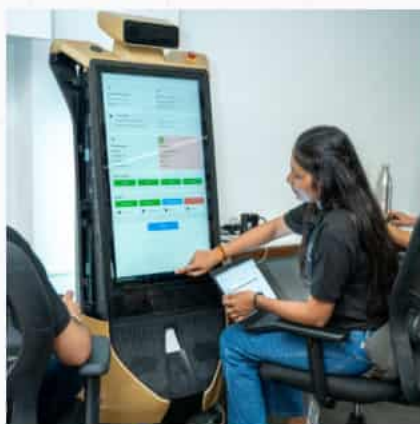
Our Mission

To design and deliver intelligent systems that transform how the world works; automating with precision, engaging with purpose, and elevating operational capabilities to empower industries to achieve more with less.

At Kody Technolab Limited, we have never been content to observe technological transitions from a distance. When the world was still debating the commercial viability of autonomous robotics, we were deploying. When Physical AI emerged as a global category in 2026, Kody was already five years into building it. Our ambition is not to lead the next wave; it is to continue defining the one we helped create.

Looking forward, our direction is as clear as our track record. With active deployments across India and the GCC, a patent-filed hero product, and expansion underway into the United States, the foundation has been laid. The next phase is scale: deepening our presence in existing markets while extending our fleet into every geography where Physical AI is becoming operational infrastructure.

Our R&D initiatives are concentrated on advancing the intelligence and autonomy of our physical systems, pushing the boundaries of edge-AI processing, real-time environmental perception, and multi-robot fleet coordination. Every iteration of our technology is informed by what our deployed machines encounter in the field, creating a feedback loop between real-world performance and engineering refinement that no laboratory-first competitor can replicate.



Purpose Statement

At our core, we exist to transform the way industries function by bridging the gap between human ambition and technological capability. Our purpose is to harness AI, robotics, and intelligent software not as replacements for people, but as amplifiers of their potential delivering measurable efficiency, safety, and growth. By aligning innovation with real-world needs, we turn complexity into clarity, and possibilities into sustainable progress.

Core Value

Transforming physical and digital operations into intelligent, efficient, and scalable systems by uniting robotics, AI, IoT, and software into solutions that reduce effort, cost, and risk, while unlocking new capabilities for businesses and governments.

Purpose-Driven Innovation

We create robotics and AI solutions with measurable impact solving real problems, driving efficiency, and enabling new possibilities.

Integrity in Execution

We deliver with precision, transparency, and reliability, ensuring trust in every deployment and partnership.

Human-centric Automation

We design intelligent systems that empower people, enhance safety, and improve quality of life while reducing effort and risk.

Sustainable Value Creation

We build solutions that deliver long-term economic, operational, and environmental benefits for businesses and communities.

Collaboration For Scale

We build solutions that deliver long-term economic, operational, and environmental benefits for businesses and communities.

Market Overview & Global Opportunity

Artificial intelligence is no longer confined to screens. The convergence of edge computing, neural vision, and sensor fusion has reached a commercial threshold: autonomous machines now operate reliably in the world's most complex public environments. Across retail, healthcare, transportation, and civic infrastructure, physical AI is transitioning from pilot to procurement. Institutional budgets are committed. The infrastructure build-out has begun.

\$175B+

The global professional service robotics market is projected to exceed \$175 billion by the early 2030s, driven by autonomous deployment across commercial, healthcare, and public-facing environments.



19.5%

Sector CAGR from 2026 to 2031. **One of the fastest sustained growth rates across any technology infrastructure category globally.**

The programmatic digital out-of-home market alone is forecast to reach \$12.9 billion by 2030, growing at 17.2% CAGR, as AI-powered ad optimisation and real-time audience analytics replace static inventory.

\$12.9 Billion

70%+

Enterprise robotics procurement is now structured on RaaS subscription models; a structural shift that **lowers deployment barriers and accelerates adoption across mid-tier operators.**

Three forces are compounding this growth simultaneously: persistent labour cost inflation across Asia, the Middle East, and North America; the maturation of autonomous hardware that has collapsed deployment timelines from months to days; and a decisive shift in how enterprises buy; from capital expenditure to recurring subscription. Together, they are not creating a future market. They are accelerating one that is already here.

Kody Technolab Ltd is already operating within it.

In FY25-26, Odigo and Vulcan have been commercially deployed, working in the \$45.8B indoor programmatic advertising segment and the \$7.2B commercial floor cleaning segment respectively. Through Falcon Tech Robotics, our joint venture for GCC markets, we have established active deployments across UAE and Saudi Arabia, positioning Kody as a trusted robotics operator across two of the world's fastest-growing automation markets.

The market overview above is not the backdrop to a plan. It is the context in which our fleet is already in the field, and as physical AI adoption accelerates through the decade, the opportunity beneath our current deployments expands with it.

Physical AI: The Shift We Positioned For

Every meaningful leap in technology has followed the same pattern - it begins as a tool, becomes infrastructure, and eventually disappears into the fabric of how the world operates. The internet began as a curiosity, became a utility, and is now invisible. Software began as a specialisation, became a business function, and is now assumed. Physical AI is following the same arc. The difference is that this time, the leap is not from analogue to digital; it is from the digital world back into the physical one.

Three Waves. One Direction.



Wave 1

1970s – 1990s

Industrial automation

Machines absorbed physical strain.
Workers moved from execution to oversight.

Wave 2

2000s – 2010s

Software and digital AI

Software absorbed routine cognitive work. Knowledge workers moved to strategy.

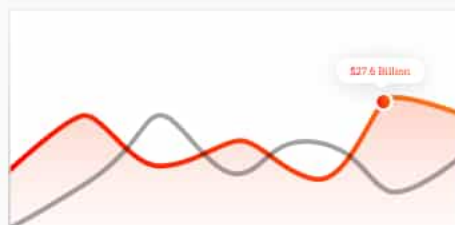


Wave 3

2020s - present

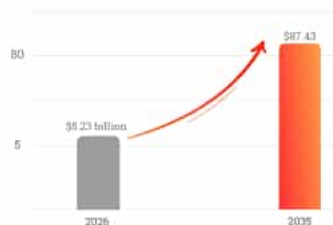
Physical AI

Intelligent machines in the real world - freeing humans to lead, care, and decide.



\$27.6 Billion

Capital raised by physical AI and robotics companies globally in 2025, more than double the prior year. The market has moved from belief to investment.



32.53% CAGR

of the physical AI market from 2026 to 2035, expanding from \$5.23 billion to \$87.43 billion by 2035. One of the fastest sustained growth rates in any technology category on record.



Surge in global robotics investment in Q4 2025, as autonomous machines crossed from demonstration into commercial deployment at scale across manufacturing, logistics, healthcare, and public infrastructure.

Physical AI: The Shift We Positioned For

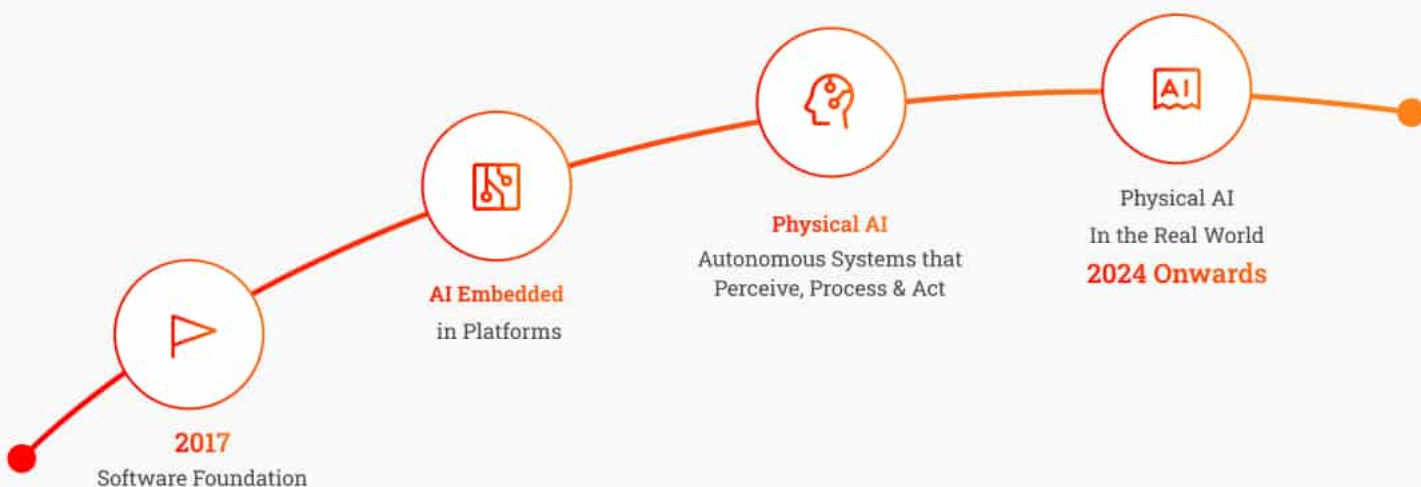
Kody's Arc

Kody Technolab Ltd was established in 2017 as a software and technology services company. That foundation, building intelligent systems for enterprise clients, is not incidental to where we are today. It is the basis upon which everything that followed was built.

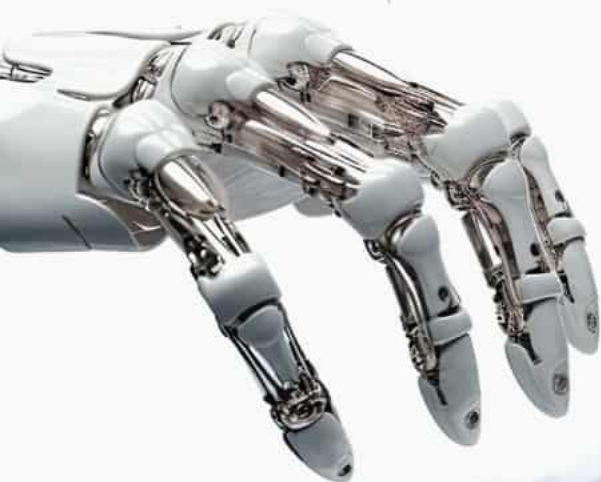
In 2021, the leadership made a deliberate strategic decision: to transition from software services into full-stack robotics. The reasoning was clear. The next frontier of intelligence was not on screens. It was in the physical world; in the high-footfall commercial environments, public infrastructure, and service sectors where operational demand was outpacing human capacity, and the case for autonomous deployment was becoming economically undeniable.

The transition was not a departure from Kody's core competency. It was an extension of it. We did not abandon the software; we gave it a body.

The progression has been systematic: from software, to AI embedded within software platforms, to Physical AI; autonomous systems that perceive their environment, process in real-time, and act in the physical world. In January 2026, NVIDIA Chairman and CEO Jensen Huang described the moment as the "ChatGPT moment for physical AI." Global robotics investment surged 300% in a single quarter. The market had arrived at a conclusion Kody's leadership had reached five years earlier.



Kody Technolab today operates a portfolio of autonomous robots deployed across commercial, healthcare, and public infrastructure environments in India and the GCC, including through Falcon Tech Robotics, our joint venture for Gulf markets. Every platform in our fleet is built on a single operating principle: autonomous systems should absorb the high-frequency, low-judgement operational layer of any environment, so that the humans within it can focus on what requires leadership, expertise, and judgement. That principle has not changed since our first deployment. It will not change as we scale.



The world is now positioning for Physical AI.

Kody has been operating within it for five years.

Physical AI. Every Industry. One Direction.



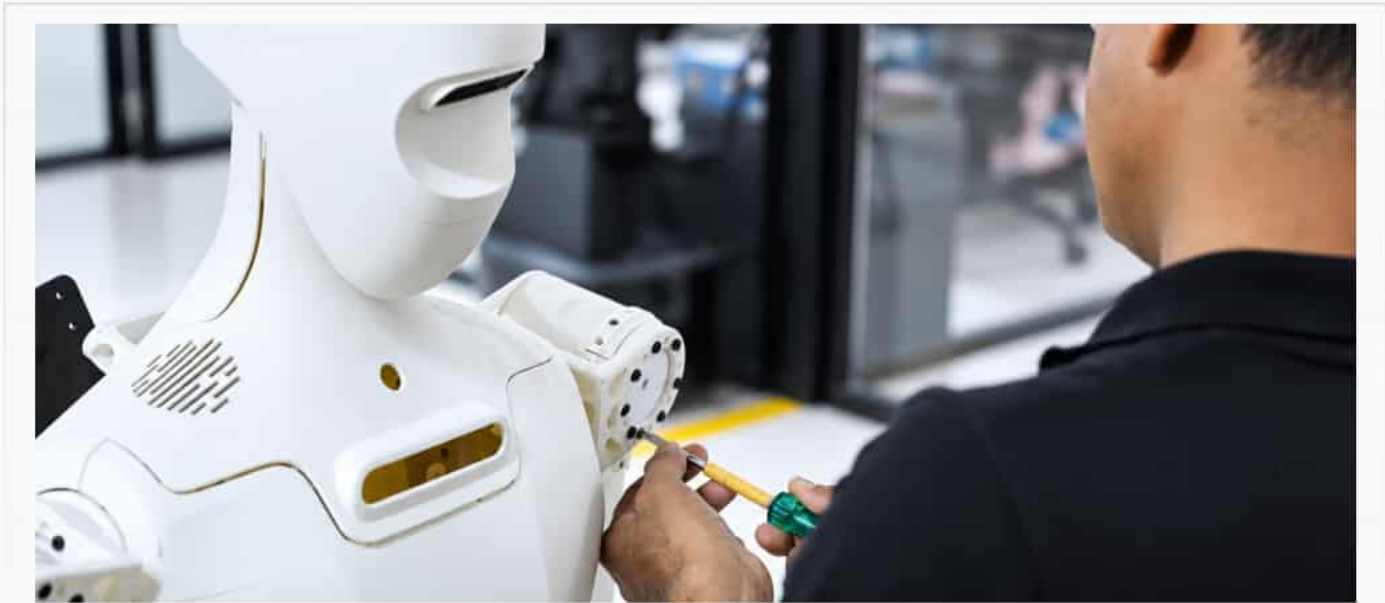
Kody's Address Book

Nine industries. Nine entry points. From factory floors to hospital wards, from airport terminals to warehouse aisles - these aren't future markets we're eyeing. They're environments we're already operating in.

R&D Investment & Physical AI Innovation

Engineering the Next Generation of Physical AI

At Kody Technolab, research and development is not a support function, it is the primary driver of our technology moat, gross margin performance, and product pipeline. While legacy global automation peers typically allocate 4% to 9% of revenue to R&D, Kody aggressively reinvests capital into indigenous hardware, edge artificial intelligence, and custom firmware architecture.



OUR R&D PROWESS

37.37%

FY26 R&D Spend as % of Revenue

250+ MEMBERS

Dedicated R&D & Systems Engineering Team

ODIGO PATENT

Patent Filed for Odigo Autonomous Platform

ARCHITECTURAL OUTPUT: THE THREE LAYERS OF INNOVATION

Kody's R&D output is measured in deployed platform capabilities, active intellectual property, and real-world operational reliability:

Layer 1: Hardware Architecture & Physical Engineering

- Proprietary custom PCB design and embedded motor controller architecture tailored for 24/7 high-duty cycles.
- In-house mechanical chassis fabrication optimized for high-footfall commercial environments, retail corridors, and industrial spaces.
- Material selection, thermal management, and structural durability testing built specifically for Indian and GCC operational conditions.

Layer 2: Edge Perception & SLAM Navigation

- In-house trained spatial mapping networks and multi-class dynamic obstacle detection models running locally on embedded hardware.
- Multi-sensor fusion combining LiDAR arrays, 3D depth cameras, ultrasonic sensors, and thermal vision.
- Edge inference optimization enabling real-time navigation and path rerouting with zero dependence on continuous cloud connectivity.

R&D Investment & Physical AI Innovation

Layer 3: Enterprise Platform & Fleet Orchestration

- Centralized cloud fleet management platform providing automated scheduling, OTA neural network updates, and real-time operational telemetry.
- Odigo programmatic media engine integrating programmatic DOOH ad serving with autonomous pathing.
- Open enterprise API architecture enabling seamless integration into Building Management Systems (BMS) and enterprise ERP networks.

INTELLECTUAL PROPERTY & PATENT DISCLOSURE

Kody's R&D output is measured in deployed platform capabilities, active intellectual property, and real-world operational reliability:

Odigo Platform Patent: Filed

Patent application covering proprietary autonomous navigation, multi-modal interaction, and dual-display hardware integration.

Pipeline Filings

Additional patent applications across edge sensor fusion, industrial chassis drive modules, and programmatic physical media routing are currently in preparation for FY27 submission.

Every robot is validated in-house before it ever enters a live environment.

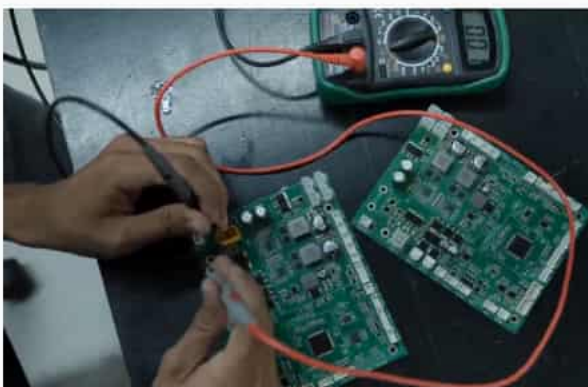


R&D Investment & Physical AI Innovation

Our engineers build and integrate every mechanical system from the ground up.



Every circuit, wire harness, and component is **designed and assembled internally.**



Value Creation Framework



Core Pillars of Sustainable Growth

Kody's growth stands on five interdependent strategic pillars—each driving scalable, efficient, and future-proof execution across business, operations, finance, and innovation.

Growth & Market Penetration

This pillar drives top-line revenue through focused expansion, strong sales execution, and impactful marketing. By targeting key sectors, forming partnerships, and leveraging events and campaigns, we build visibility and a predictable sales pipeline that supports growth and steady cash flow.

Operational Excellence

This pillar strengthens execution through SOP-driven processes, talent development, and cross-functional alignment. Training, clarity, and collaboration enable faster deployments, better service, and a scalable, high-performance team.

Financial Management

We ensure disciplined financial management through structured budgeting, smart fund allocation, and real-time tracking. This pillar enables cost control, better forecasting, investor confidence, and strategic capital use for sustainable growth.

Production & Delivery

We ensure every robot is delivered on time, at quality, and within cost—ready for scale. With standardized manufacturing, reliable vendor systems, and live production tracking, this pillar supports high demand while reinforcing client trust and operational profitability.

Innovation & Future-Readiness

Focused on future value, this pillar drives R&D, IP creation, and adoption of cutting-edge technologies. Through structured innovation, AI integration, and strategic partnerships, we build defensible products, market leadership, and long-term growth.

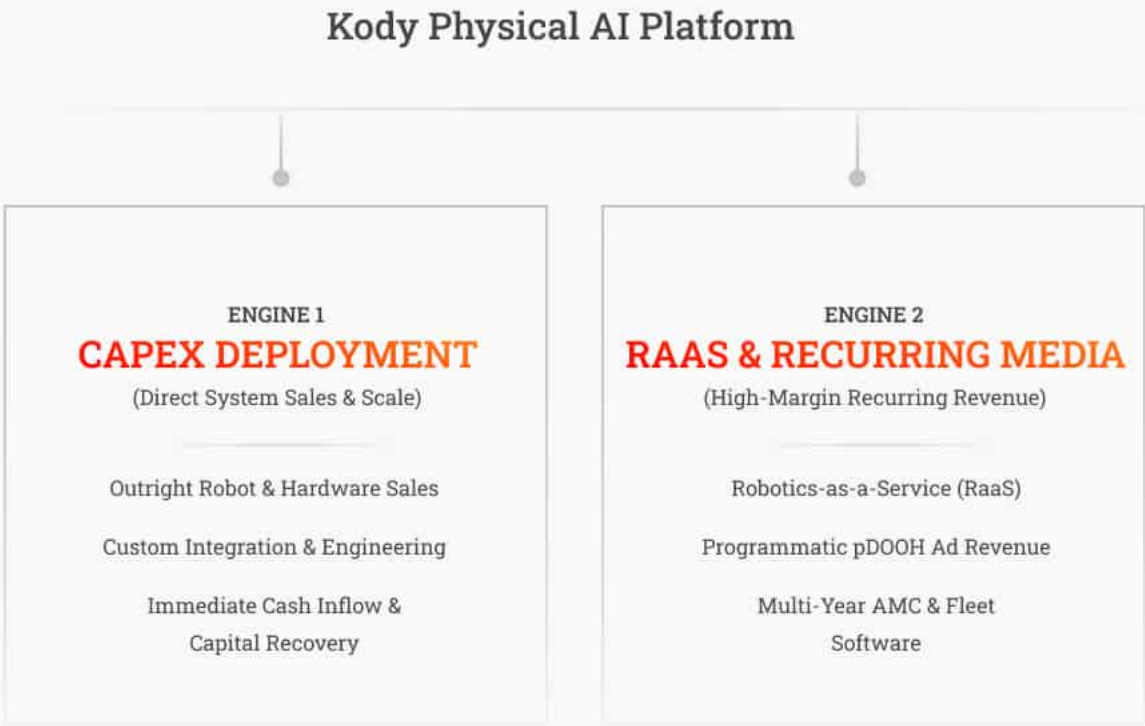
These pillars are reinforced by a strong foundation of standardized processes, empowered talent, integrated systems, and data-driven decision-making that ensure consistent, long-term success.

Business Model

The Dual-Engine Capital & Monetisation Architecture

Kody Technolab's commercial model is structured for high capital efficiency, margin predictability, and long-term enterprise value creation. By pairing direct capital deployment (CapEx) with recurring platform monetization (RaaS, pDOOH media, and maintenance contracts), we generate both immediate cash flow and predictable, multi-year recurring revenue streams.

The Dual-engine Monetization Model



Engine 1: CapEx System Sales (Immediate Liquidity & Market Scale)

Direct capital sales allow enterprise clients, government entities, and large infrastructure operators to acquire physical AI fleets upfront. This funds our manufacturing pipeline, accelerates floor density across key metropolitan hubs, and establishes an immediate installed base without balance-sheet strain.

Engine 2: RaaS & Recurring Platform Streams (High-Margin Lifetime Value)

Every hardware unit deployed creates a long-term monetization endpoint. Through Robotics-as-a-Service (RaaS) subscriptions, programmatic digital-out-of-home (pDOOH) ad sharing, and annual software/maintenance contracts (AMC), Kody builds compound, predictable software-like margins on top of physical hardware assets.

Regional Insight

North America

North America's robotics industry is set to grow at a CAGR of 8.38% from 2025–2029, with the industrial robots segment projected to expand by up to 11.5% in certain markets. Demand is driven by manufacturing, automotive, electronics, and logistics, with collaborative robots in material handling expected to grow at an impressive 13.4%. Strong AI integration and automation investments continue to push adoption, positioning the U.S. as the region's largest installer and a leader in advanced robotics applications.

While Asia dominates in installation volumes, North America offers a mature, innovation-focused market with steady growth and high adoption readiness. A strong manufacturing base, advanced infrastructure, and an accelerating shift toward service robotics make it a prime environment for providers delivering scalable, high-impact automation.



GCC & Middle East

The GCC robotics market is projected to reach \$932.72M in 2025, with service robotics dominating at \$884.88M and industrial robotics at \$47.84M. Industrial robotics growth aligns with the MEA average of 19.1% CAGR from 2025–2030, while the RPA segment is on track for nearly 19% annual growth. Saudi Arabia and the UAE lead adoption, driven by smart factory rollouts, Vision 2030, and Fourth Industrial Revolution initiatives.

Rapid digitalization and economic diversification are fuelling automation across manufacturing, logistics, healthcare, and finance. With over 60% of manufacturers planning automation investments in the next five years, the GCC offers high adoption readiness and strong government backing for robotics integration.

Europe

Europe's robotics market is projected to reach roughly \$50–60B by 2030, with service robotics around \$25–35B and industrial robotics around \$10–17B. Industrial growth is robust, with forecasts ranging from 9.3% to 15.7% CAGR through 2032, driven by automotive, electronics, and manufacturing. Collaborative robots are gaining momentum at 17.02% CAGR, supported by SME adoption and integration into healthcare and logistics. Germany leads the region, followed by France, Italy, and the UK.

Strong government backing, EU Horizon Europe funding, and Industry 5.0 initiatives are accelerating adoption. Labor shortages, digital transformation, and demand for flexible automation are pushing both large manufacturers and SMEs to deploy robotics at scale, making Europe a competitive and innovation-driven market.



Asia Pacific

Asia Pacific is the world's largest robotics market, projected to grow from \$42.33B in 2025 to over \$125B by 2034. Industrial robotics will account for \$12.35B in 2025, expanding at up to 14% CAGR, while service robotics is set to reach \$15.54B with a rapid 17.05% CAGR through 2030. China leads global installations with over 35% share, followed by Japan and South Korea, while India and Southeast Asia are emerging growth hubs.

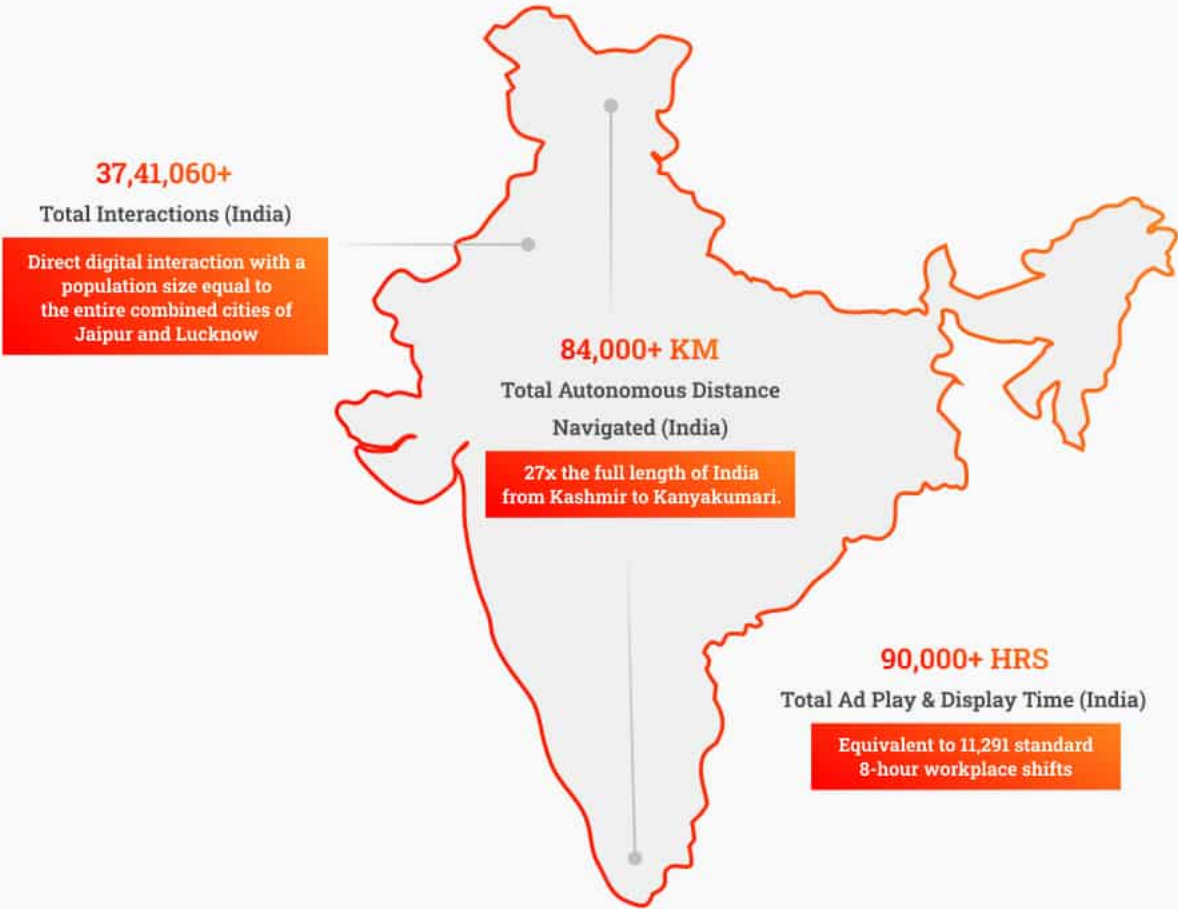
Government-led automation programs, rising labor costs, and strong R&D ecosystems are accelerating adoption across manufacturing, logistics, agriculture, and healthcare. With over 65% of global industrial robotics revenue coming from the region, APAC continues to set the pace for both scale and innovation in automation.



Fleet Performance & Proof Points-India FY26

Proven Telemetry: Ground-Level Execution Across Indian Retail

The true benchmark of a Physical AI platform lies in operational execution under dynamic, high-density real-world conditions. Every metric below is drawn directly from our centralized fleet telemetry database, reflecting real-time autonomous navigation, media delivery, and visitor engagement across premier commercial venues in India.



Core Operational & Media Metrics

Autonomous Distance Navigated 84,244.83 km driven across active commercial floors.	Cumulative Display & Play Time 90,324.36 Hours of continuous active platform uptime.	Autonomous Store Navigation 6,38,637 Wayfinding Trips completed to mapped retail stores.
Autonomous Floor Movement 70,776.33 Hours spent actively cruising and guiding visitors.	Interactive Touch Engagement 18,35,565 Direct Screen Taps by mall visitors.	
Total Visitor Interactions 37,41,060 Engagements logged via screen, voice, and navigation workflows.	Programmatic Ad Plays Served 3,04,50,000+ total ads played.	

Note: The metrics presented in this section reflect operational telemetry from the fleet deployed across India. Data for the fleet of autonomous units deployed and operational across the UAE region is logged separately and excluded from the figures above.

Fleet Performance & Proof Points-India FY26

Top Venues - India Metropolitan Fleet Coverage

Venue Name	Location / Region	Total Distance Navigated (km)	Total Ad Play & Display Time (Hours)	Autonomous Movement Time (Hours)	Total Ad Plays
	Mumbai, Maharashtra	8,660.24 km	7,565.27 hrs	5,935.42 hrs	2,533,942
	Surat, Gujarat	5,243.88 km	4,710.80 hrs	4,366.08 hrs	1,635,832
PACIFIC	Delhi NCR	3,730.75 km	4,538.37 hrs	4,055.70 hrs	1,631,334
	Mumbai, Maharashtra	2,488.82 km	2,668.86 hrs	2,077.66 hrs	960,789
	Lucknow, Uttar Pradesh	2,233.29 km	3,500.67 hrs	2,166.66 hrs	1,260,240
	Thiruvananthapuram, Kerala	1,756.07 km	1,331.73 hrs	1,131.25 hrs	453,192
	Kochi, Kerala	578.49 km	642.59 hrs	459.55 hrs	231,334
	Noida, Uttar Pradesh	1,316.75 km	2,714.57 hrs	1,380.92 hrs	763,638
	Palghar, Maharashtra	1,216.23 km	1,460.06 hrs	1,127.12 hrs	525,620
	Lucknow, Uttar Pradesh	857.09 km	975.21 hrs	891.74 hrs	160,057

Note: The metrics presented in this section reflect operational telemetry from the fleet deployed across India. Data for the fleet of autonomous units deployed and operational across the UAE region is logged separately and excluded from the figures above.

Fleet Performance & Proof Points-India FY26

Visitor Intent, Measured.



Wayfinding demand isn't only about retail

38,655
Requests for amenities
& facilities



One destination type generates **59%** of the demand of the five largest retail destinations combined.

The pattern repeats. The mix doesn't.

54–72%
of all demand held by the top three
categories, in every deployment

80%
of deployments showed apparel as the
leading category

Note: The metrics presented in this section reflect operational telemetry from the fleet deployed across India. Data for the fleet of autonomous units deployed and operational across the UAE region is logged separately and excluded from the figures above.

Fleet Performance & Proof Points-India FY26

Visitor Intent, Measured.

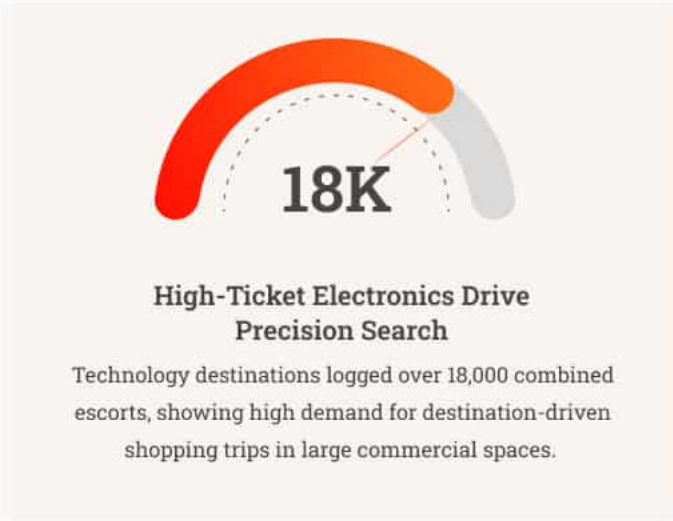
Merchandise category	Requests	Share
Apparel	1,62,765	25.5%
Jewellery, watches & accessories	1,10,946	17.4%
Food service	63,141	9.9%
Consumer electronics	50,514	7.9%
Health & Beauty	50,130	7.8%
Footwear	49,875	7.8%
Amenities & Facilities	38,655	6.1%
Sporting Goods & Active-wear	36,096	5.7%
Toys, Books, & Juvenile	26,754	4.2%
Home & General Merchandise	20,754	3.2%
Consumer Services	11,766	1.8%
Entertainment & Leisure	11,388	1.8%

Classified to ICSC merchandise categories.

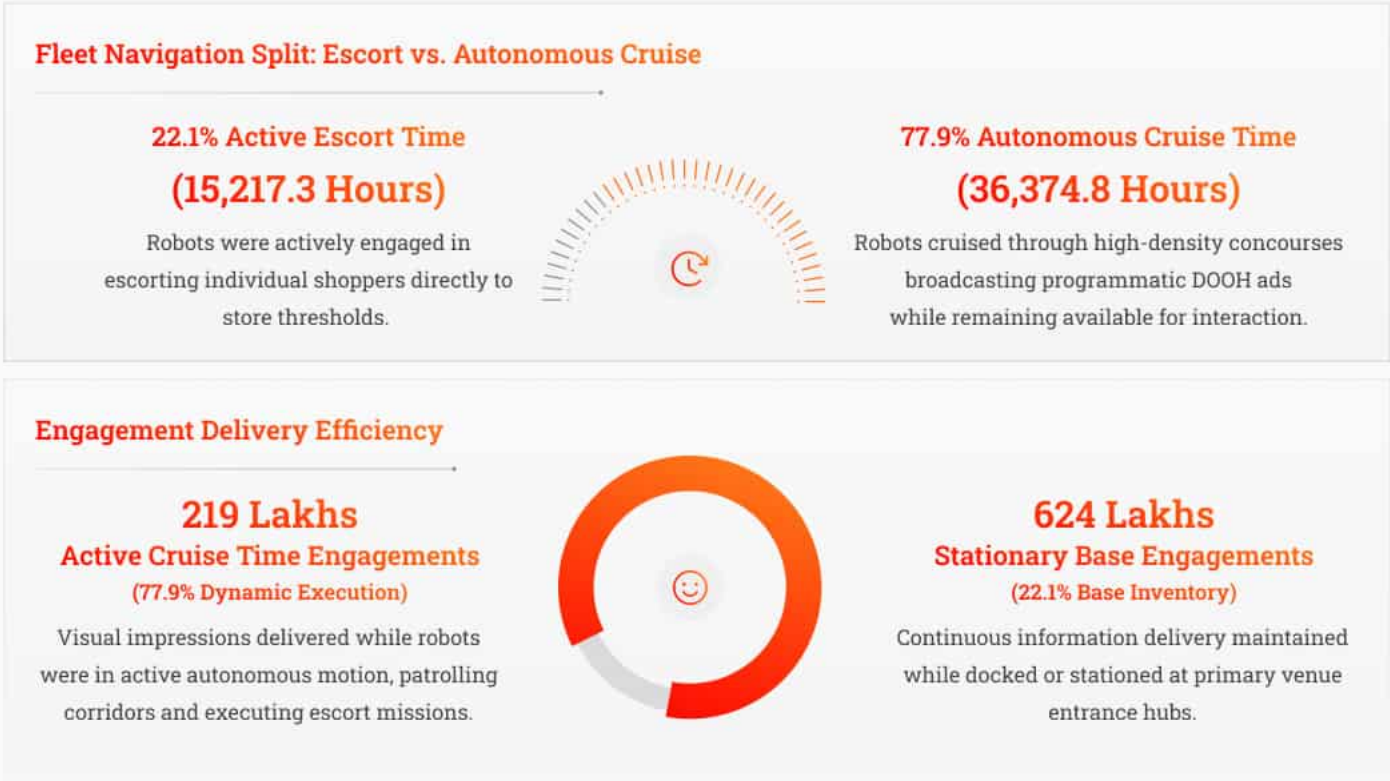
Note: The metrics presented in this section reflect operational telemetry from the fleet deployed across India. Data for the fleet of autonomous units deployed and operational across the UAE region is logged separately and excluded from the figures above.

Fleet Performance & Proof Points-India FY26

Strategic Category Insights



Additional High-Value Operational Insights



Note: The metrics presented in this section reflect operational telemetry from the fleet deployed across India. Data for the fleet of autonomous units deployed and operational across the UAE region is logged separately and excluded from the figures above.

Robotics Portfolio



Odigo

Flagship AI-powered Advertising & Wayfinding Robot

Odigo in Action – Where It Fits, What It Delivers, and Why It Wins



[Click here to Watch Videos](#)

Business Model

Odigo runs on a revenue-sharing model, brands pay for digital ad placements; we share revenues with venue partners.

This lets us rapidly scale across malls, transit hubs, and public spaces while building a cost-efficient, high-retention ad network.

Offers real-time navigation while simultaneously displaying targeted digital ads from centralised cloud based ad distribution network.

Where it fits? (Sector / Vertical)

Airports, malls, hypermarkets, retail stores, museums, exhibitions, smart campuses, and public infrastructure zones.

What it will do there

- Assist and navigate visitors to gates, stores, counters, or POIs
- Stream targeted DOOH ads while idle or mobile
- Boost interaction via touch display, voice AI, and gamification
- Collect and transmit operational analytics & footfall insights

Scope of Opportunity

- Millions of travelers, shoppers & commuters across traffic hubs
- Surging DOOH ad spend (expected to reach \$58B by 2031)
- Deployable at scale with replicable revenue footprint

Scale of Opportunity

14K+ Malls
1000+ Airports
10K+ Hypermarkets
4K+ Metro Stations
500+ Exhibition Centres
50K+ Museums
4K+ 5 Star Hotels
50K+ Public Infrastructure

Monetisation

Odigo is a navigation and wayfinding robot. It is also a moving media asset across every venue it operates in.

Every square metre Odigo roams is a monetisable surface. Venue tenants and brand partners already have great products; Odigo puts them in front of visitors at exactly the moment a purchase decision is being made.

How It Works



Zone-based ads

Targeted content served by location: retail near high-footfall corridors, F&B near leisure zones, brand activations near entry and exit points.



Time-Based Campaigns

Morning promotions, afternoon offers, evening peak activations: campaigns that adapt to the rhythm of the venue's day.



Tenant Self-Serve

Venue tenants book inventory directly through approval workflows and pre-built templates.



Full Analytics

Impressions, interactions, store footfall, time-to-reach, and revenue per campaign; all tracked and reported in real time.

ODIGO

Vulcan

Heavy Duty Cleaning Robot

An autonomous industrial cleaning robot built for high-footfall, large-surface environments requiring constant, precision cleaning.



[Click here to Watch Videos](#)

Business Model

Offered on a monthly or annual subscription model, with custom deployment plans based on area, frequency, and operational needs.

Cost savings in labor, uptime analytics, and compliance support make it an essential operations partner.

Performs heavy-duty industrial floor cleaning with autonomous navigation, high-capacity tanks, and rugged design for tough environments.

Where it fits? (Sector / Vertical)

Airports, hospitals, malls, manufacturing units, warehouses, commercial complexes, metro stations, and public infrastructure.

What it will do there

- Perform automated floor cleaning (wet/dry modes)
- Navigate dynamic environments with AI obstacle avoidance
- Operate during or after hours without supervision
- Reduce manual labor costs and hygiene risks

Scope of Opportunity

- Global cleaning robot market is forecasted to reach \$21.4 bn in 2030
- Increasingly adopted for automating hazardous or repetitive cleaning tasks in commercial and industrial environments
- Airports, malls, and hospitals prioritizing automation post-COVID

Scale of Opportunity

- 10K+ Airports
- 20K+ Malls & Hypermarkets
- 50K+ Hospitals
- 4K+ Metro Stations
- 50K+ Manufacturing Facilities
- 50K+ Warehouses
- 15K+ Large-Scale Campuses

Dasher

Flagship AI-powered Serving Robot

An indoor serving robot designed for autonomous item transport in dynamic environments.



[Click here to Watch Videos](#)

Business Model

Dasher is deployed through a Robot-as-a-Service (RaaS) model, with monthly or yearly subscriptions based on the clients requirement.

Venues save labor costs and improve operational speed while getting usage analytics and up time support bundled in.

Autonomously delivers food and beverages across indoor spaces, combining functional design with smooth navigation and smart obstacle avoidance.

Where it fits? (Sector / Vertical)

QSR chains, restaurants, hotels, airports, hospitals, smart campuses, corporate offices, events, exhibitions, and food courts.

What it will do there

- Delivers food, parcels, documents, or any other similar items
- Display dynamic ads on its 18.5 inch advertising screen
- Operate autonomously using LIDAR and sensor fusion
- Precisely and accurately delivers items to the intended location

Scope of Opportunity

- Growing demand for contactless, autonomous food delivery
- Hotels and airports seeking 24/7 logistics solutions
- Rapid adoption in hospitality and food service industry

Scale of Opportunity

- 400K+ QSRs
- 10K+ Amusement & Entertainment Zones
- 20K+ Malls & Hypermarkets
- 10K+ Airports & Transit Lounges
- 50K+ Exhibitions & Events
- 150K+ Pubs, Clubs & Casinos

Popper

Flagship Beverage Promotional Robot

Popper in Action – Where It Fits, What It Delivers, and Why It Wins



[Click here to Watch Videos](#)

Business Model

Brands pay an annual activation fee to deploy customized Poppers branded in their product identity.

Venues receive a share of the fee, gaining revenue and increased footfall engagement, creating a scalable model for robotic brand activations.

Popper combines high-visibility branding with efficient drink delivery, engaging audiences while showcasing promotional content.

Where it fits? (Sector / Vertical)

Restaurants, pubs & bars, QSR chains, hypermarkets, malls, airports, amusement parks, exhibitions, retail stores, and hospitality venues.

What it will do there

- Brand themed promotional robot that will trigger impulsive buying
- Distribute chilled beverages or beverage samples via built-in trays
- Display dynamic ads on its 18.5 inch advertising screen
- Navigate autonomously in crowded venues

Scope of Opportunity

- Brand will come to the customer and not the other way around
- Major demand across FMCG, cinema chains, QSRs, and nightlife zones
- Scale as a robotic ad + sampling network with real-time content control

Scale of Opportunity

400K+ QSRs
 10K+ Amusement & Entertainment Zones
 20K+ Malls & Hypermarkets
 10K+ Airports & Transit Lounges
 50K+ Exhibitions & Events
 150K+ Pubs, Clubs & Casinos

Spilot

Autonomous Mobile Robot for Warehouse

Streamlines industrial goods movement in warehouses and factories, built for high-load delivery in complex and hazardous environments.



Handles high-load industrial goods movement in warehouses and factories, with autonomous navigation for efficient, safe, and reliable delivery in challenging environments.



[Click here to Watch Videos](#)

Business Model

Spilot follows a custom industrial automation model: sold or leased based on the requirement of the client.

Ideal for factories and warehouses seeking long-term robotics infrastructure with reduced manpower dependency.

Where it fits? (Sector / Vertical)

Warehouses, factories, logistics hubs, hazardous zones, manufacturing units, and special industrial environments.

What it will do there

- Deliver goods up to 600kg with millimeter-level accuracy
- Perform autonomous lifting with 10cm jacking function
- Navigate using LIDAR and 3D vision in dynamic environments
- Return to charge automatically; supports remote call

Scope of Opportunity

- Huge surge in warehouse automation in recent times
- Growing demand for labor-safe industrial logistics solutions
- Eliminates downtime and labor strain in repetitive goods movement

Scale of Opportunity

- 50K+ Warehouses Globally
- 50K+ Manufacturing Units
- 10K+ Hazardous Sites
- 5K+ Logistics Mega Hubs
- 50K+ Government & Public Sector Facilities

FRT-737

AI-powered Surveillance

FRT-737 is an AI-powered patrol robot, designed to elevate security operations.



With autonomous mobility, real-time threat detection, and cutting-edge surveillance capabilities, FRT-737 ensures 24/7 monitoring, rapid response, and enhanced safety in high-risk areas.

Where it fits? (Sector / Vertical)

Warehouses, factories, logistics hubs, hazardous zones, manufacturing units, and special industrial environments.

What it will do there

- Instant Threat Detection with AI
- Automatic License Plate Recognition (ALPR)
- Real-Time Monitoring & Incident Reporting
- 24/7 Autonomous Patrolling

Scope of Opportunity

- Security costs are rising across every sector
- Human patrolling doesn't scale
- 24/7 compliance is now a regulatory requirement

Scale of Opportunity

- 10K+ Airports
- 20K+ Malls & Hypermarkets
- 50K+ Hospitals
- 4K+ Metro Stations
- 50K+ Manufacturing Facilities
- 50K+ Warehouses
- 15K+ Large-Scale Campuses

Business Model

FRT-737 follows a custom industrial automation model: sold or leased based on the requirement of the client.

Ideal for factories and warehouses seeking long-term robotics infrastructure with reduced manpower dependency.

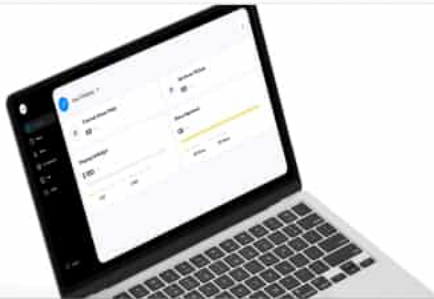


Evolving the Fleet

Introducing Odigo Smart Assistant

In FY 2025–26, we launched Odigo Smart Assistant: a fundamentally expanded iteration of its flagship navigation and advertising robot. The platform has been elevated from a dual-capability deployment unit into a comprehensive nine-capability physical AI system, consolidating visitor experience, revenue generation, security, and operational intelligence into a single autonomous platform managed through one centralised dashboard.

Odigo Smart Assistant is designed for retail malls, airports, transit hubs, automotive showrooms, exhibition centres, corporate campuses, healthcare facilities, and hospitality venues; with hardware consistent across every vertical and content configured per deployment.



Operational Intelligence

- Hazard detection with automatic help-ticket generation
- Compliance patrol logging with timestamped photographic evidence
- Repeat-issue hotspot identification across the venue floor

Advertising & Media Platform

- Dual 32-inch Full HD capacitive touchscreens
- Geo-contextual, time-based, and zone-specific campaign scheduling
- Remote content push
- Full proof-of-play logging, engagement tracking, and exportable analytics



AI Concierge

- Multilingual voice and touch interaction with automatic language detection
- End-to-end query resolution
- Help ticket raised directly from screen, delivered via WhatsApp or email
- Lead capture, loyalty enrolment, QR flows, and feedback

Operational Intelligence

- Physical point-to-point escort
- Multi-zone and multi-floor routing with configurable travel speed
- Discovery routing past active promotions and sampling zones
- Guided tours with stop-based content and optional audio narration



AI Surveillance & Security

- Continuous AI monitoring as a byproduct of normal patrol
- Incident, weapon, and altercation detection with timestamped evidence
- Restricted zone monitoring and emergency broadcast capability
- Lost-person and lost-child distributed search across all deployed units

Expanding the Fleet

Healthcare Enters the Portfolio

FY 2025–26 marked a significant expansion of Kody Technolab's product portfolio beyond its commercial robotics deployments. This year, the Company launched three purpose-built healthcare screening robots - Medigo, Kidigo, and Femigo. Each designed to address a distinct and underserved segment of preventive healthcare infrastructure. These are not experimental products. Each has been engineered for high-footfall, real-world deployment, and each carries a commercial model built for scale.

The development of these three platforms also marked the beginning of a strategic partnership with Sscore AI Tech Diagnostic Limited, a UAE-based, AI-driven healthcare robotics company in the UAE. Kody Technolab developed the hardware, robotics architecture, and deployment framework for all three products. Sscore AI Tech brings the clinical AI stack, proprietary diagnostic intelligence, and go-to-market infrastructure for healthcare-specific verticals. The partnership combines Kody's physical AI and robotics expertise with Sscore's clinical-grade AI and regulatory credentials including ISO 13485, CE Mark, HIPAA compliance, and USFDA-registered sensors.



Medigo

AI Health Screening Robot

Medigo is an AI-enabled, on-demand health screening robot for high-footfall deployments.



Medigo delivers a guided, multi-test diagnostic workflow combining into a single 10-minute session, producing a consolidated clinical report delivered via WhatsApp or email.



Where it fits? (Sector / Vertical)

Government health missions, hospitals, corporate wellness programmes, diagnostic chains, and public health infrastructure.

Comprehensive Screening Suite

Core Vitals

Blood Pressure, SpO₂, Temperature, Height

Core Diagnostics

6-Lead ECG, Spirometry (Lung Health), Audiometry (Hearing), Visual Acuity Test

AI-Based Screenings

Eye Checkup, Oral Health Screening

Assessments

Mental Health Screening, Autism Screening

Core Vitals

Hemoglobin (Hb), Lipid Profile, Renal Panel, Plasma Glucose, HbA1c

Infectious Disease Surveillance

HIV screening, Malaria RDT, TB symptom mapping, Fever surveillance

Femigo

AI Health Screening Robot (for women)

An autonomous industrial cleaning robot built for high-footfall, large-surface environments requiring constant, precision cleaning.



Medigo delivers a guided, multi-test diagnostic workflow combining into a single 10-minute session, producing a consolidated clinical report delivered via WhatsApp or email.



Where it fits? (Sector / Vertical)

Government health missions, hospitals, corporate wellness programmes, diagnostic chains, and public health infrastructure.

Comprehensive Screening Suite

Maternal Biochemistry

Severe Anemia Screening (Hemoglobin), Glucose (Gestational Diabetes), and Renal/Lipid Panels.

AI-Based Diagnostics

High-resolution Oral Health and Eye Checkups (Visual Acuity) with longitudinal history tracking.

Preventive Oncology

Hemoglobin (Hb) ,Lipid Profile, Renal Panel, Plasma Glucose, HbA1c

Standard Vitals

Clinical-grade monitoring of SpO2, Heart Rate, Temperature, and BMI.

Reproductive Data

Capture of extended demographics including Menstrual and Obstetric history for population health governance.

Kidgo

AI Health Screening Robot (for children)

An autonomous industrial cleaning robot built for high-footfall, large-surface environments requiring constant, precision cleaning.



Medigo delivers a guided, multi-test diagnostic workflow combining into a single 10-minute session, producing a consolidated clinical report delivered via WhatsApp or email.



Where it fits? (Sector / Vertical)

Government health missions, hospitals, corporate wellness programmes, diagnostic chains, and public health infrastructure.

Comprehensive Screening Suite

Respiratory & Heart

Pulse Oximetry (SpO_2), Heart Rate, and Asthma/Allergy screening (Wheezing & Eczema detection)

Specialized Diagnostics

Anomaly Detection: AI-powered head-to-toe photo capture to identify physical anomalies. Vision (Squint/Cataract)

Infectious Disease

Cold, Pneumonia, Malaria, Fever surveillance mapping.

Blood & Chronic

Sickle Cell Anemia, Hemoglobin (Anemia), Glucose.

Developmental AI

Autism Screening (Aignosis integration), Milestone tracking (MDAT), and Brain Development assessments

Growth & Vitals

WHO-standardized Growth Charts (Height, Weight, BMI), Head Circumference, and MUAC

Upcoming Products

Built for Tomorrow. Engineered Today.

Forkon

Forkon is being developed as a compact, self-navigating forklift for industrial environments. It combines 360° sensor coverage, precision navigation, and a 1.5-ton load capacity.



Skanda

Skanda is being developed as our indigenous AI-powered humanoid robot. It is an imitation and reinforcement learning driven robot which will help in everyday activities.

Scanie

Scanie is being built as a next-generation autonomous scanning robot for retail and healthcare environments. It is designed to navigate store aisles and stockrooms while tracking inventory.



Software Projects



Software Projects

Cross-industry Solutions Driving Real-world Impact

1. Digital Operations Transformation Platform

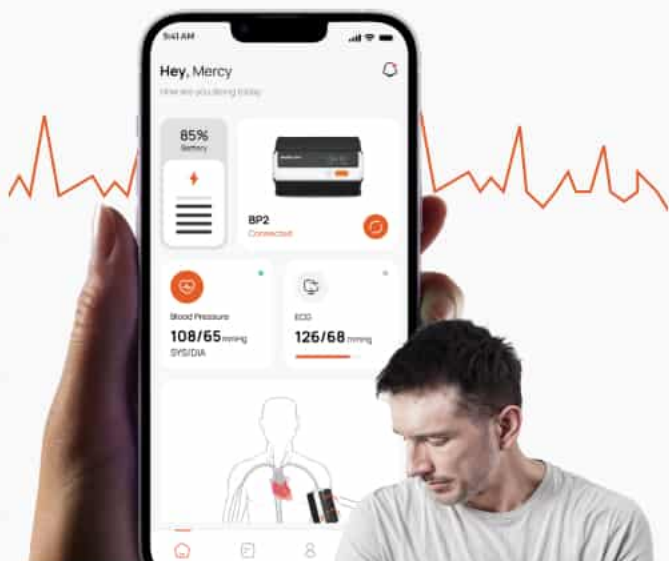
Developed by Kody Technolab Ltd., this enterprise platform provides an intelligent, scalable resource alignment infrastructure designed to streamline complex operational workflows. By integrating real-time vehicle tracking, automated safety protocols, performance analytics, and instant multi-channel communication, the platform bridges field operations with executive oversight through an intuitive admin panel and companion mobile application.

The solution empowers organizations to optimize asset utilization, enforce operational safety compliance, and eliminate communication friction across distributed mobile resources.

Key Highlights

- **Unified Management:** Synchronizes real-time vehicle analysis
- **Dual-interface Access:** Features a central web admin control panel paired with a field-ready mobile application
- **Performance Analytics:** Delivers automated operational reporting and real-time performance analytics

This innovation highlights Kody Technolab's expertise in engineering high-reliability enterprise platforms that turn complex operational data into actionable, real-world efficiency gains.



2. Deep Learning Printing Defect Detection System

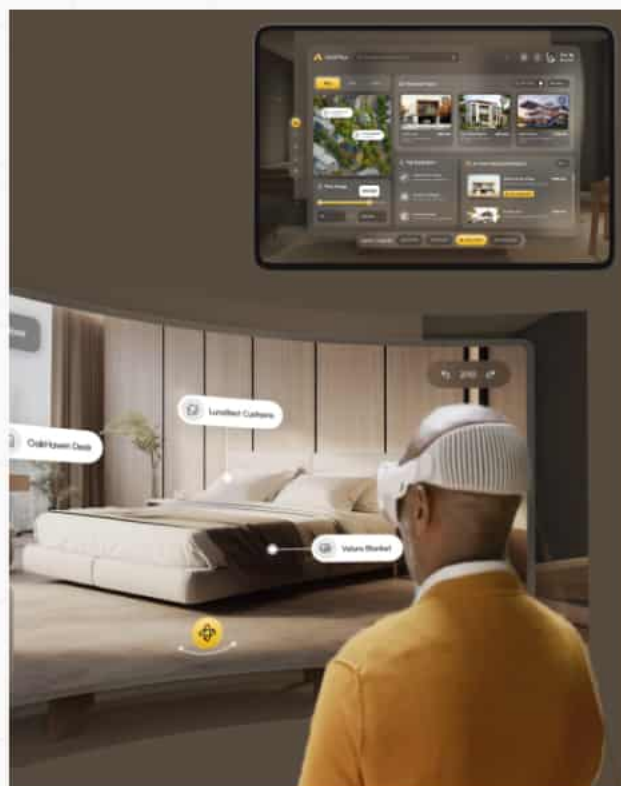
Developed by Kody Technolab Ltd., this automated quality assurance solution addresses critical defect identification during high-speed printing operations. Built using advanced computer vision and deep learning architectures, the platform analyzes continuous print feeds to identify, classify, and log anomalies in real time without interrupting production throughput.

By replacing manual quality checks with an automated inference pipeline, the system dramatically reduces material waste, accelerates batch inspection cycles, and provides full auditability for manufacturing quality control.

Key Highlights

- **Multi-defect Classification:** Real-time detection and categorization of spots, streaks, and color variations
- **Format-agnostic Processing:** Robust image preprocessing pipeline supporting multi-format inspection inputs
- **High-speed Real-time Inference:** Optimized deep learning model engineered for zero-latency inline defect detection
- **Automated QA Reporting:** Generates comprehensive PDF audit reports with timestamps, batch IDs, original images, and defect highlights

This solution underscores Kody Technolab's ability to deploy computer vision and edge AI to solve complex, high-precision industrial inspection challenges.



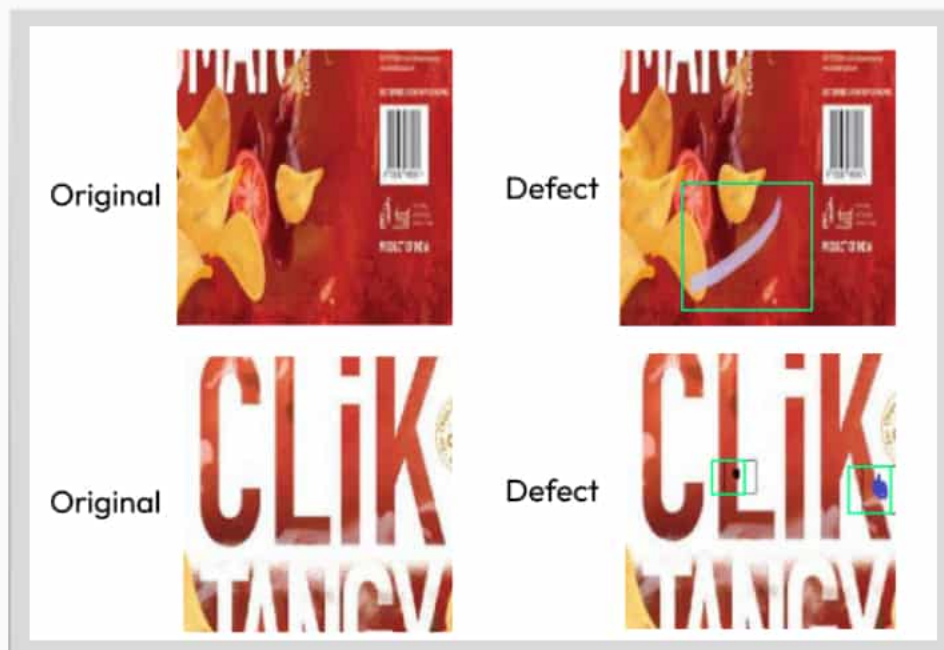
Software Projects

Cross-industry Solutions Driving Real-world Impact

3. High-speed Real-time Image Recognition Platform

Developed by Kody Technolab Ltd., this high-performance image comparison system is built to process and evaluate large-scale visual data streams generated from continuous live camera recordings. Utilizing Convolutional Neural Networks (CNNs) and Structural Similarity Index Measurement (SSIM), the platform instantly compares incoming video frames against reference samples to identify subtle visual variations with extreme accuracy.

Engineered for high-volume enterprise workloads, the system features a multi-threaded OpenCV and TensorFlow/PyTorch processing architecture deployed on GPU-accelerated cloud infrastructure.

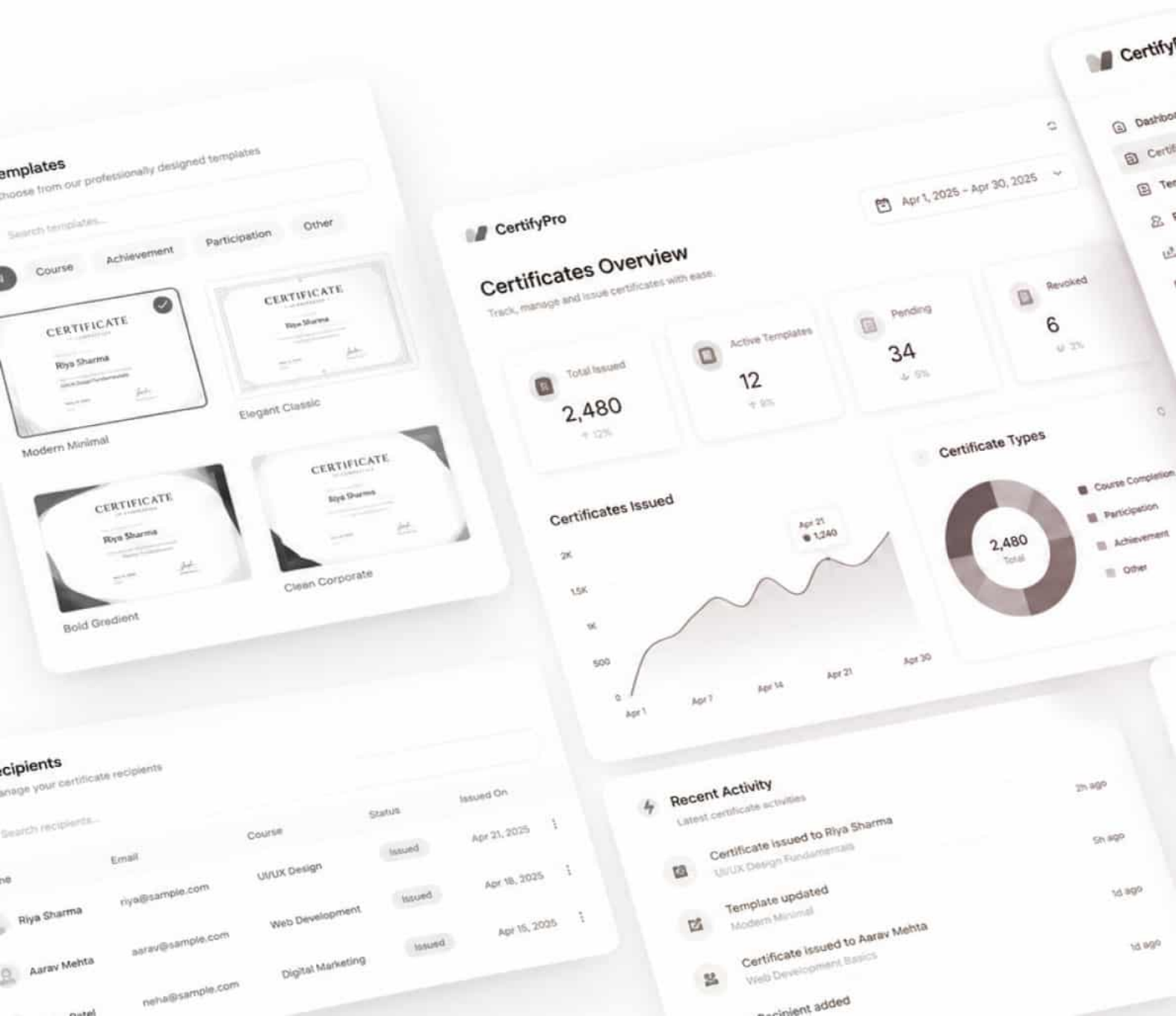


Key Highlights

- **Advanced Feature Extraction:** CNN-based deep learning architecture trained for robust spatial feature matching
- **Dual-layer Similarity Engine:** Combines SSIM analysis with deep feature matching for precision variation detection
- **High-throughput Multi-threading:** Optimized real-time processing pipeline built on OpenCV and TensorFlow/PyTorch
- **Cloud & GPU Scalability:** Cloud-native architecture engineered for ultra-low latency across massive image databases

This project demonstrates Kody Technolab's technical leadership in combining computer vision, deep learning, and scalable cloud engineering to power mission-critical visual analytics.

Certifications



Certifications & Quality Standards

To ensure institutional compliance and operational safety across healthcare, commercial retail, and logistics deployments, our robotics platforms are built to satisfy rigorous product safety, environmental, and data privacy standards.

Certifications and regulatory compliances are held on a per-product basis tailored to each platform's operational domain.



Data Governance & Privacy (Odigo & Medigo)

Active onboarding for **Digital Personal Data Protection (DPDP)** compliance ensures that interactive camera feeds, health screening data, and user input logs adhere strictly to India's regulatory frameworks for consumer and patient data privacy.



Healthcare & Clinical Assurance (Medigo)

Backed by ISO 13485:2016 quality management and CE (Medical) certification, Medigo fulfills strict clinical parameters required for enterprise hospital networks and wellness deployments. CDSCO manufacturing licensing is currently in progress to expand domestic healthcare integration.



Public & Commercial Safety (Odigo)

Certified under CE (Non-Medical) and RoHS, Odigo meets strict safety norms required by premier shopping malls, enterprise commercial centers, and public concourses.



Logistics & Material Safety (Dasher)

Built with full RoHS Compliance, ensuring hazardous substance restriction for continuous commercial supply chain and internal delivery operations.

Intellectual Property & Innovation Portfolio

In addition to our quality and safety compliance certifications, our underlying autonomous technologies, navigation algorithms, and product designs are protected through active international patents and design registrations:

Odigo Domestic Patent (India)

Filed in October 2024 and officially published.

Odigo PCT International Application

Officially published on February 26, 2026. Active international expansion and national phase filings are underway across Luxembourg, the USA, UAE, and key European nations.

Popper Industrial Design Registrations

Design registration applications have successfully completed publication and have been granted status.

Strategic Partnerships



World EMS Pvt Ltd



From Manufacturing Partner to Strategic Pillar of Value Creation

At Kody Technolab, we see manufacturing as a strategic lever critical to ensuring quality, speed, and scalability. World EMS is not just a vendor but a deeply integrated partner in our value creation engine.

More than a supply chain ally, World EMS contributes to our long-term vision through co-engineering, shared growth, and operational alignment, helping us deliver innovation at scale with consistency and confidence.



Aligned Objectives

World EMS is aligned with Kody's long-term goals, not just deliverables. They operate with a deep understanding of our products, timelines, and evolving market needs.



Equity-Led Commitment

With Kody's strategic investment in World EMS, the partnership is built on ownership and accountability, not procurement contracts.



Co-Creation & Feedback Loop

World EMS is involved early in the product lifecycle, working closely with our R&D and engineering teams to enable faster prototyping, cost optimization, and production-readiness.



End-to-End Manufacturing

From robotic assemblies to precision electronics, World EMS ensures that every product shipped meets Kody's design and durability benchmarks.



Founded by Nirav Patel, World EMS operates with a clear vision – to provide brands with the ideal infrastructure to develop products without the complexities of manufacturing. Their approach enables companies to focus on core business activities while World EMS manages production end-to-end.

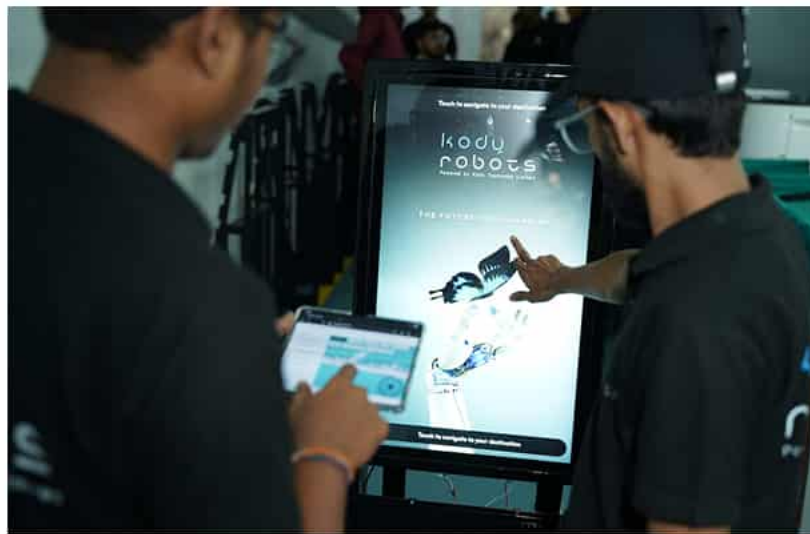
As an OEM manufacturer, they specialize in high-quality electronic products. Combining advanced technology with meticulous attention to detail, they ensure every product meets exact specifications and industry standards.

With a dedicated team and a reputation for seamless execution, World EMS has become a trusted manufacturing partner for brands seeking precision and scalability.

Kody Technolab's strategic partnership with World EMS ensures its robots are built with unmatched quality, speed, and consistency turning innovation into reality at scale.

Integrated for Impact

Inside the World EMS Plant



Falcon Tech Robotics LLC

Strategic Gateway to the GCC & Middle East for Next-Gen Robotics Solutions



Falcon Tech Robotics LLC is a joint venture between Kody Technolab Limited and Abu Dhabi-based Platinum Group to design, develop, and manufacture advanced robotics in the UAE. It delivers "Made in UAE" solutions for the GCC and Middle East.

By merging global expertise with local capabilities, Falcon Tech serves defense, hospitality, marketing, and cleaning sectors while enabling faster production and supporting the UAE's Vision 2030 goals



Aligned Market Vision

Creating region-specific robotics that address the industrial, commercial, and security needs of the GCC and Middle East.



Shared Investment & Growth

Platinum holds 60% and Kody holds 40%, reflecting a balanced commitment to innovation and market expansion.



Diverse Robotics Portfolio

Includes defense and surveillance robots, hospitality service units, experiential marketing systems, and cleaning solutions.



Regional Impact

Strengthens the UAE's role as a hub for robotics innovation while fostering local manufacturing and skilled job creation.



His Highness Sheikh Mohammed bin Sultan bin Khalifa Al Nahyan
Chairman



Dr. Ali Nasser Sultan Al Yabhouni Al Dhaheri
Co-founder



Mr. Manav Patel
Director



Dr. Hanai Atateh
Board Member Advisor



Atanu Guha
Chief Executive Officer



Deep Panchal
Chief Operating Officer



Mayra Villegas
Business Development Manager

Platinum Group (UAE) is a renowned conglomerate with diverse investments across defense, healthcare, infrastructure, and technology. The group brings deep institutional credibility, regional access, and high-capacity manufacturing capabilities to the partnership. Platinum Group (UAE) is a renowned royal-family-owned conglomerate with diverse investments across defense, healthcare, infrastructure, and technology. The group brings deep institutional credibility, regional access, and high-capacity manufacturing capabilities to the partnership.

Capturing milestones from our GCC journey in robotics innovation.

Falcon Tech Robotics LLC in Action



Kody Media Pvt Ltd



Leading The Next Era of Advertising Through Robotics, AI, And Intelligent Media Networks

Kody Media is a subsidiary of Kody Technolab, built to monetize robot-mounted digital screens and operate as a programmatic DOOH (pDOOH) platform. It merges robotics infrastructure with advertising intelligence, creating a futuristic media network. Kody Media's initiatives are led by OOH advertising industry's veteran Mr. Jignesh Sharma.



Mr. Manav Patel
Director



Sanjay Kidecha
Director



Vishal Desai
Director



Jignesh Sharma
Chief Business Officer

ThirdEye Mediaworks Pvt Ltd



Integrated Media & Event Execution

ThirdEye MediaWorks Pvt. Ltd. is an integrated communications and media execution enterprise specializing in end-to-end media strategy, inventory procurement, and omni-channel campaign delivery. The organization serves as a strategic partner to public and private sector institutions, designing high-density brand positioning and media architectures tailored to complex, large-scale communication requirements.

The company's operational portfolio spans high-impact transit and airport advertising, large-format Out-of-Home (OOH) networks, national print, broadcast, and programmatic digital channels, alongside the end-to-end production of institutional mega-events and public summits. By unifying strategic audience targeting with rigorous ground-level execution, ThirdEye MediaWorks delivers sustained brand equity, high-density audience reach, and measurable campaign velocity for leading global and domestic organizations.



Sscore AI Tech Diagnostic Limited



Strategic Gateway to Next-Gen Autonomous Health Screening

Kody Technolab has partnered with Sscore Ai Tech Diagnostic Ltd. to engineer, deploy, and scale advanced AI-powered health screening robotics. Combining Kody's proprietary physical AI hardware platform with Sscore Ai Tech's diagnostic algorithms, this partnership delivers rapid, non-invasive preventive screening across public, commercial, and healthcare environments.

By merging edge-AI hardware with medical diagnostic intelligence, the collaboration accelerates early detection, reduces clinical workloads, and supports national preventive health initiatives.



Aligned Healthcare Vision

Democratizing access to instant preventive health checks through autonomous physical AI kiosks.



Specialized Diagnostic Portfolio

Purpose-engineered platforms targeting distinct demographics—Medigo (General Preventive Screening), Kidigo (Pediatric & School Health Monitoring), and Femigo (Specialized Women's Health Screening).



Clinical & Technical Integration

Seamlessly connects real-time health telemetry with cloud diagnostic networks for instant reporting and remote physician consultation.



Scalable Impact

Empowers corporate campuses, public hubs, schools, and rural clinics to execute continuous health assessments with minimal human intervention.

Sscore AI Tech Diagnostic Ltd. is a pioneer in AI-driven diagnostic telemetry and non-invasive health analytics. The enterprise brings deep medical software credibility, clinical validation frameworks, and automated diagnostic infrastructure to the partnership. Together, Kody Technolab and Sscore AI Tech are defining the future of point-of-care autonomous health intelligence.



Trusted By Leading Brands

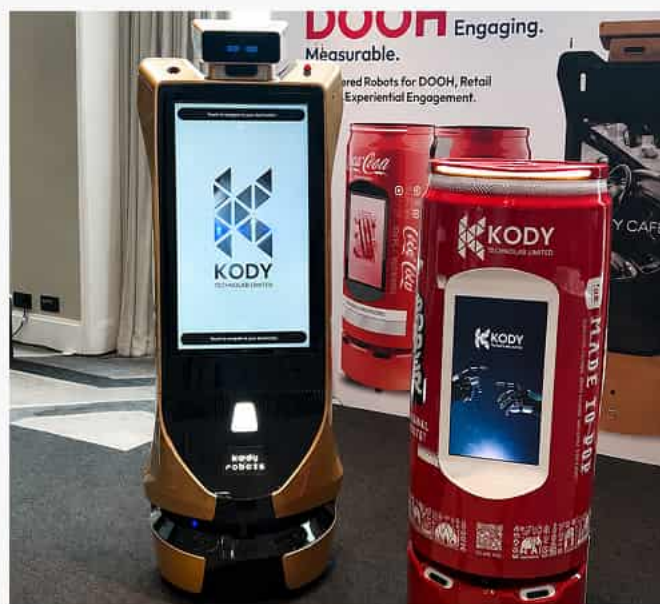
BURJUMAN



In the Real World

Taking Interactive Ads to People

Odigo & Popper put AI-powered pDOOH advertising at the centre of every event, every audience, every moment.



AI Screening, Live on Stage

Medigo Launch at NXT Conclave 2026



Commanding Every Room It Enters

Odigo at GATE 2026



In the Real World

Our Robots in Action Across India

Femigo, Kidigo, and Medigo are redefining how healthcare reaches people.



Where Brands Come to Life

From Morgan Stanley's Global Technology Expo to the London Hilton; Dasher and Odigo don't just attend events, they run them.



Financials



\$	248.75	+2.34%	
Bitcoin	132.60	+1.21%	
Ethereum	98.45	+0.87%	
Stock	76.32	-0.56%	
Cloud	54.21	+0.42%	

Company Information

Board of Directors	Manav Subhashchandra Patel Manali Krunal Patel Pooja Sunny Patel Bhoomik Harshadbhai Patel Harshil Vikrambhai Gajjar Pramod Abhimanyu Vasave Kashyap Jaladipbhai Jani Milan Shah	Chairman cum Managing Director Whole-time director Non-Executive Director Independent Director Independent Director Independent Director Additional Independent Director Additional Independent Director
Audit Committee	Mr. Bhoomik Patel Mr. Harshil Gajjar Mr. Manav Patel	Chairperson Member Member
Nomination and Remuneration Committee	Mr. Bhoomik Patel Mr. Harshil Gajjar Ms. Pooja Patel	Chairperson Member Member
Stakeholders' Relationship Committee	Mr. Bhoomik Patel Mr. Harshil Gajjar Ms. Manali Patel	Chairperson Member Member
Corporate Social Responsibility Committee	Mr. Harshil Gajjar Mr. Pramod Vasave Ms. Manali Patel	Chairperson Member Member
Key Managerial Personnel	Manav Subhashchandra Patel Manali Krunal Patel Sanjaykumar Kalubhai Kidecha Akshay C Shah Utsav Himanshu Trivedi	Managing Director Whole time Director Chief Executive Officer Chief Financial Officer Company Secretary & Compliance Officer
Statutory Auditor	M/s. Khandhar & Associates, Chartered Accountants, Ahmedabad	
Secretarial Auditor	M/s. Jitendra Parmar & Associates, Company Secretaries, Ahmedabad	
Share Transfer Agent	KFin Technologies Limited Selenium Building, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032	
Registered Office	2nd Floor, Block-J, Safal Mondeal Retail Park, Nr. Iscon Mall, Nr Rajpath Club, S. G. Highway, Bodakdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054	
Website	www.kodytechnolab.com	

Notice

OF THE 9TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 9TH (NINTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF KODY TECHNOLAB LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026 AT 12:00 P.M. (IST) BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt

a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and notes forming part of thereof together with the Reports of the Board of Directors and the Auditor thereon; and

b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, and notes forming part of thereof together with the Report of Auditor 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 Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Reports of the Board of Directors and the Auditor thereon, placed before the Meeting, be and are hereby considered and adopted."

2. To appoint a director in place of Mrs. Pooja Sunny Patel (DIN: 07792474), who retires by rotation and being eligible, offers herself for re-appointment:

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

"RESOLVED THAT, Mrs. Pooja Sunny Patel (DIN: 07792474), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, has offered herself for re appointment, be and is hereby re appointed as the Director of the Company, liable to retire by rotation."

3. Appointment Mr. Kashyap Jaladipbhai Jani (DIN: 10095658) as a Non-Executive and Independent Director of the Company for a term of five consecutive years:

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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time ("Act") and pursuant to Regulation 17 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company Mr. Kashyap Jaladipbhai Jani (DIN: 10095658) who has been appointed as an Additional Director (Non-Executive and Independent Director) of the Company on April 18, 2026, in terms of Section 161 of the Act and whose term of office expires as on this General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 18, 2026 to up to April 17, 2031.

RESOLVED FURTHER THAT Managing Director and/or Wholetime Director and/or Company Secretary or any Director of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution including but not limited to file all documents and returns with the Registrar of Companies, Ahmedabad, Gujarat and / or to inform the Stock Exchanges as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time."

4. Appointment Mr. Milan Shah (DIN: 00012088) as a Non-Executive and Independent Director of the Company for a term of five consecutive years:

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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time ("Act") and pursuant to Regulation 17 and other

Notice

OF THE 9TH ANNUAL GENERAL MEETING

applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company Mr. Milan Shah (DIN: 00012088) who has been appointed as an Additional Director (Non-Executive and Independent Director) of the Company on July 06, 2026, in terms of Section 161 of the Act and whose term of office expires as on this General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from July 06, 2026 to July 05, 2031.

RESOLVED FURTHER THAT, Managing Director and/or Wholetime Director and/or Company Secretary or any Director of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution including but not limited to file all documents and returns with the Registrar of Companies, Ahmedabad, Gujarat and / or to inform the Stock Exchanges as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time."

5. To Increase the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to borrow monies as and when required, from, any Bank and / or other Financial Institution and / or foreign lender and / or anybody corporate / entity / entities and / or authority / authorities and / or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and / or by way of commercial borrowings from the private short term loans or any other instruments etc. and / or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact

that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company in the Ordinary course of business exceed the

aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves at any time.

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

6. Approval under Section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to

Notice

OF THE 9TH ANNUAL GENERAL MEETING

be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc."

RESOLVED FURTHER THAT, the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties."

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

7. Approval to make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013.

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

RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (Including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account,

whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 300 Crore (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

8. Approval for granting a loan, providing a guarantee or security in connection with a loan availed by any person specified under Section 185 of the Companies Act, 2013.

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

RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or reenactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals. as may be required in that behalf, and in supersession of all the earlier resolutions passed in this regard if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services / goods on a future date or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company Interested / deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

Notice

OF THE 9TH ANNUAL GENERAL MEETING

9. Approval for availing an unsecured loan of up to ₹100 Crores from Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Articles of Association of the Company and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to avail, from time to time, an unsecured loan from Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, aggregating up to ₹100 Crore (Rupees Hundred Crores only), on such terms and conditions as may be mutually agreed between the Company and Mr. Manav Subhashchandra Patel, provided that such terms are in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and other applicable laws.

RESOLVED FURTHER THAT the unsecured loan shall be utilised by the Company for its business operations, working capital requirements, capital expenditure, expansion plans, growth initiatives and other general corporate purposes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise, execute and deliver all agreements, loan documents, declarations, undertakings and other writings, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution, including settling any questions or difficulties that may arise in connection therewith."

10. Approval of Material Related Party Transaction with Kody Media Private Limited.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other 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, ("SEBI Listing Regulations"),

Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Kody Media Private Limited, a subsidiary Company and a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required,

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seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

11. Approval of Material Related Party Transaction with Falcon Tech Robotics LLC.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other 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, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/

Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Falcon Tech Robotics LLC, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

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12. Approval of Material Related Party Transaction with KODY MIDDLE EAST HOLDING L.L.C-FZ.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other 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, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with KODY MIDDLE EAST HOLDING L.L.C-FZ, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

13. Approval of Material Related Party Transaction with ARVIND ANTICOR LIMITED.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other 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, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and

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Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Arvind Anticor Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

14. Approval of Material Related Party Transaction with DATAMAC ANALYTICS LLC.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1) (zb), 2(1)(zc), 23 and other 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, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum

and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/ availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Datamac Analytics LLC, a related party within the meaning of Section 2(76) of the Companies Act 2013,

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as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/ or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

15. Approval of Material Related Party Transaction with KODY EQUIPMENTS PRIVATE LIMITED.

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

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other 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, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with KODY EQUIPMENTS PRIVATE LIMITED, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Registered Office:

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

By the Order of the Board of
Kody Technolab Limited

Place: Ahmedabad

Date: September 07, 2026

Utsav Himanshu Trivedi
Company Secretary & Compliance Officer
Membership No.: A57058

Notice

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IMPORTANT NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has permitted conducting of Annual General Meeting ("AGM") through VC or OAVM. In this regard, MCA issued General Circular No.09/2024 dated September 19, 2024 read with other connected circulars issued in this regard (collectively referred as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC / OAVM. Further, the Securities and Exchange Board of India ("SEBI") also vide its Master Circular dated November 11, 2024 read with SEBI circular dated October 3, 2024 (collectively referred as "SEBI Circulars") and other applicable circulars issued in this regard has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), Secretarial Standards on General Meeting, issued by The Institute of Company Secretaries of India ("SS-2"), MCA and SEBI Circulars / Listing Regulations, the Annual General Meeting (AGM) of the Company will be held through VC / OAVM.
2. Since the AGM will be held through VC / OAVM means, the route map is not annexed in this Notice. The Registered Office of the Company will be deemed to be the venue of the AGM.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the special business items is annexed hereto.
4. The Annual Report along with Notice of the AGM including general guidelines for participation at the AGM through VC/OAVM, procedure for remote e-voting and e-voting during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository. The same has also been uploaded on the website of the Company, i.e. www.kodytechnolab.com. In accordance with the applicable circulars, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their e-mail addresses are requested to register the same with the Company or with the RTA/ respective Depository Participant(s).
5. Pursuant to applicable Circulars, the shareholders who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited or with the Company by sending an e mail before the date of AGM at raghu.veedha@kfintech.com or info@kodytechnolab.com. Post successful registration of the e-mail address, the shareholder would get soft copy of Notice of AGM along with Annual Report with user-id and the password to enable e-voting for AGM. In case of any queries, shareholder may write to the Company at info@kodytechnolab.com or to Registrar and Transfer Agent at raghu.veedha@kfintech.com.
6. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
7. In accordance of Regulation 36(1) of Listing Regulations, a letter containing the web-link including the exact path of Company's website, where complete details of annual report are available, will be send to Members at their registered address, who have not registered their email address.
8. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Members are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and other necessary registers and documents will be available for inspection by the members on request by sending an e-mail to the company on info@kodytechnolab.com.

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11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
12. 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.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. 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.
15. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and Company Website i.e. www.kodytechnolab.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
17. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
18. The Board of Directors has appointed Mr. Jitendra Parmar, (Membership No. F11336, COP No. 15863), Proprietor of Jitendra Parmar & Associates, Company Secretaries, Ahmedabad, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
19. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
20. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. National Stock Exchange of India Limited and be made available on its website viz. www.nseindia.com.
21. The details of director seeking re-appointment as per Secretarial Standard II and Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

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Name of Director	Mrs. Pooja Sunny Patel
DIN	07792474
Age	37 Years
Date of Birth	01/11/1988
Date of Appointment	05/05/2017
Qualifications	Bachelor of Commerce
Expertise in specific Professional area	She has expertise in the field of Market research, Strategic Planning and Marketing strategies which helped with the overall development of the Company.
Relationship with other Directors inter se	None
Board Membership in other Companies as on March 31, 2026	ARVIND ANTICOR LIMITED
Chairman/Member of the Committee of the Board of directors in other companies as on March 31, 2026	NIL
Listed entities from which resigned in the past three years	2nd Floor, Block-J, Safal Mondeal Retail Park, Nr. Iscon Mall, Nr Rajpath Club, S. G. Highway, BodNIL akdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054
Number of Shares held in the Company as on March 31, 2026	4,71,140 Equity Shares
The number of Meetings of the Board attended during the year	17/17

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

The remote e-voting period begins on Sunday, September 27, 2026 at 09:00 A.M. and ends on Tuesday, September 29, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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.

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

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

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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

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

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

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to (info@kodytechnolab.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) OF THE COMPANIES ACT, 2013

Item No. 3:

SPECIAL RESOLUTION

The Board of Directors upon recommendation of Nomination and Remuneration Committee, at its meeting held on April 18, 2026, had appointed Mr. Kashyap Jaladipbhai Jani (DIN: 10095658) as an Additional Director (Non-Executive, Independent) of the Company.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI Listing Regulations, approval of the members by way of special resolution is required for appointment of Mr. Kashyap Jaladipbhai Jani as an Independent Director for a term of five consecutive years upto April 17, 2031.

The Company has received a declaration from Mr. Kashyap Jaladipbhai Jani confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Kashyap Jaladipbhai Jani to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI). The Company has received notice pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Kashyap Jaladipbhai Jani for the office of Independent Director of the Company.

Brief Profile:

Mr. Kashyap Jani is a visionary entrepreneur and strategic leader with over 16+ years of Mult industry experience, spanning real estate, banking, financial analytics, infrastructure, FMCG, and advanced technologies including IT and robotics. He is widely recognized for building and scaling high-value, future-ready businesses by combining financial acumen, regulatory expertise, and technology-led innovation.

In the opinion of the Board of Directors, Mr. Kashyap Jaladipbhai Jani fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in Annexure A to the explanatory statement. Copy of the letter for appointment of Mr. Kashyap Jaladipbhai Jani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays, upto the last date for e-voting.

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The Board considers that association of the Mr. Kashyap Jaladipbhai Jani would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr. Kashyap Jaladipbhai Jani as Independent Director, set out in the resolution in Item no. 3, for approval of the members as a special resolution.

Except Mr. Kashyap Jaladipbhai Jani and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 4:

SPECIAL RESOLUTION

The Board of Directors upon recommendation of Nomination and Remuneration Committee, at its meeting held on July 06, 2026, had appointed Mr. Milan Shah (DIN: 00012088) as an Additional Director (Non-Executive, Independent) of the Company.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI Listing Regulations, approval of the members by way of special resolution is required for appointment of Mr. Milan Shah as an Independent Director for a term of five consecutive years upto July 05, 2031.

Brief Profile:

Mr. Milan Shah is a Chartered Accountant and Company Secretary with over 40 years of rich experience in finance, business strategy, financial restructuring, corporate governance, investor relations and business transformation across diverse industries. He has extensive expertise in capital raising, strategic planning, risk management, governance and driving organizational growth. He is currently engaged in providing strategic and financial advisory services to businesses and entrepreneurs.

In the opinion of the Board of Directors, Mr. Milan Shah fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in Annexure A to the explanatory statement. Copy of the letter for appointment of Mr. Milan Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays, upto the last date for e-voting.

The Board considers that association of the Mr. Milan Shah would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr. Milan Shah as Independent Director, set out in the resolution in Item no. 4, for approval of the members as a special resolution.

Except Mr. Milan Shah and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 5 & 6:

SPECIAL RESOLUTION

To Increase the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013 & Approval under Section 180(1)(a) of the Companies Act, 2013.

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the Company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed, if any, by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

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Keeping in view the Company's existing and future financial requirements the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to authorise the Board of Directors of the Company to borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and to create charge/mortgage/hypothecation over the immovable and/or movable properties of the Company upto Rs. 300 Crore.

It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors of the Company to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge/mortgage/hypothecation over the immovable and/or movable properties of the Company, both present and future.

Accordingly, the Board of Directors recommends the resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the Members by way of Special Resolutions.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise.

Item No. 7:

SPECIAL RESOLUTION

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 300 Crore, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 8:

SPECIAL RESOLUTION

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, said entity(ies) covered under the category of a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the

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The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 8 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 9:

ORDINARY RESOLUTION

The Board of Directors of the Company, at its meeting held on September 07, 2026, upon the recommendation of the Audit Committee, approved, subject to the approval of the Members and such other approvals as may be required under applicable law, the proposal for availing an unsecured loan of up to ₹100 Crore (Rupees Hundred Crore only) from Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company.

The proposed transaction qualifies as a Related Party Transaction under the provisions of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Since the value of the proposed transaction exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, the approval of the Members is being sought.

The Company intends to utilise the proposed borrowing primarily towards meeting its business operations, working capital requirements, capital expenditure, expansion plans, growth initiatives and other general corporate purposes. The proposed loan will strengthen the Company's liquidity position and enable it to meet its funding requirements in a timely and cost-effective manner without creating any charge over the assets of the Company, as the loan shall be unsecured.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

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Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Mr. Manav Subhashchandra Patel
2	Country of Incorporation of the Related Party	Indian Citizen
3	Nature of Business of the Related Party	Individual – Promoter and Managing Director of the Company
4	Relationship between the Company and the Related Party	Mr. Manav Subhashchandra Patel is the Promoter and Managing Director of the Company and is a Related Party under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	Mr. Manav Subhashchandra Patel holds 90,75,772 Equity Shares, constituting 62.95% of the paid-up equity share capital of the Company.
7	Standalone Turnover of the Related Party for each of the last three financial years	Not Applicable, being an individual.
8	Standalone Net Worth of the Related Party for each of the last three financial years	Not Applicable, being an individual.
9	Standalone Net Profit of the Related Party for each of the last three financial years	Not Applicable, being an individual.

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Sr.No.	Particulars of the information	Information provided by the management
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	Details of transactions with the Related Party are disclosed in the
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	Details of transactions undertaken during the current financial year up to the date of approval are placed before the Audit Committee and disclosed in accordance with applicable law.
12	Whether prior approval of the Audit Committee has been obtained	Yes. The Audit Committee has approved the proposed transaction at its meeting held on September 07, 2026.
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	None
14	Total amount of all proposed transactions being placed for approval	Availing of an unsecured loan of up to ₹100 Crore (Rupees Hundred Crore only) from Mr. Manav Subhashchandra Patel.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes. Approval of the Members is being sought pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	124.56%
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable.
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Not Applicable, being an individual.

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Sr.No.	Particulars of the information	Information provided by the management
B. Additional Details for Proposed Borrowing by the Company		
19	Specific Type of the Proposed Transaction	Borrowing (Unsecured Loan).
20	Details of the Proposed Transaction	The Company proposes to avail an unsecured loan of up to ₹100 Crore from Mr.Manav Subhashchandra Patel to meet its business operations, working capital requirements, expansion plans, growth initiatives and other general corporate purposes.
21	Tenure of the Proposed Transaction	As may be mutually agreed between the Company and the lender.
22	Indicative Timeline for Undertaking the Transaction	As may be mutually agreed between the Company and the lender.
23	Whether prior approval of the Audit Committee has been obtained	No.
24	Value of the Proposed Transaction	Up to ₹100.00 Crore.
25	Total amount of all proposed transactions being placed for approval	Availing of an unsecured loan of up to ₹100 Crore (Rupees Hundred Crore only) from Mr. Manav Subhashchandra Patel.
26	Whether the proposed transaction is a Material Related Party Transaction	Yes. Approval of the Members is being sought pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
27	Details of Promoter/Director/KMP interested in the transaction	Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, being the lender under the proposed transaction.
28	Shareholding of the interested Promoter/Director/KMP in the Company	62.95% of the paid-up equity share capital of the Company.
29	Details of shareholding (more than 2%) of the Director/ KMP of the Related Party in the Company	Not Applicable, as the Related Party is an individual.

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Sr.No.	Particulars of the information	Information provided by the management
30	Valuation Report or External Party Report	Not Applicable.
31	Other Information Relevant for Decision Making	The proposed transaction has been approved by the Audit Committee and the Board of Directors, subject to the approval of the Members. Mr.Manav Subhashchandra Patel and his related parties shall abstain from voting on the proposed resolution in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
B(6). Additional Details relating to Borrowings		
32	Material Covenants	The borrowing shall be unsecured and shall be on mutually agreed commercial terms.
33	Interest Rate	As may be mutually agreed between the parties.
34	Cost of Borrowing	Interest, if any, together with incidental documentation charges.
35	Maturity / Due Date	As may be mutually agreed between the parties.
36	Repayment Schedule	As may be mutually agreed between the parties.
37	Whether Secured or Unsecured	Unsecured.
38	Nature of Security and Security Coverage Ratio	Not Applicable
39	Purpose of Utilisation of Funds	Business operations, working capital requirements, capital expenditure, expansion plans, growth initiatives and other general corporate purposes.
40	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
41	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

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As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except Mr. Manav Subhashchandra Patel and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 9 of this Notice, for approval by the Members of the Company.

Item No. 10:

ORDINARY RESOLUTION

The Members are informed that Kody Media Private Limited is a subsidiary of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with its subsidiary to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Kody Media Private Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/Rendering of Services and other business transactions	Up to ₹200.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

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The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions **Kody Media Private Limited** are as follows:

Sr. No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Kody Media Private Limited
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director) 2. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
3	Nature of Relationship	Kody Media Private Limited is a Subsidiary Company of Kody Technolab Limited and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s) and such other business transactions as may be entered into from time to time in the ordinary course of business.
5	Cost of Borrowing	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.

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Sr.No.	Particulars of the information	Information provided by the management
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, including pricing, consideration, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of Related Parties	Kody Media Private Limited
2	Country of Incorporation of the Related Party	India
3	Nature of Business of the Related Party	The main object of the Kody Media Private Limited is to carry on the business in India or elsewhere of Advertisement, Internet advertising, online shopping, Marketing, Promoting, Franchising through any mode but not limited to Radio Station, television centre, broadcasting center, hoarding, neon signs, electronic display board, internet, newspaper, magazines, souvenirs and all other present and future medias or devices in India or elsewhere, for creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India, Desktop Robots, Cartesian Robots or any other type of Robots or related products.
4	Relationship between the Company and the Related Party	Kody Media Private Limited is a Subsidiary Company of Kody Technolab Limited and is a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Kody Technolab Limited holds 9,999 Equity Shares in Kody Media Private Limited
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL

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Sr.No.	Particulars of the information	Information provided by the management
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 2,82,47,500/-
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹14,13,76,350/-
9	Standalone Net Profit of the Related Party	FY 2025-26: ₹ (61,74,620/-)
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 87,75,639.5/- FY 2024-25: ₹ 1,00,000/- FY 2023-24: Not Applicable
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 8,63,97,000/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No

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Sr.No.	Particulars of the information	Information provided by the management
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 249.12% of the Company's annual consolidated turnover.
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Kody Media Private Limited of approximately ₹ 2.82 Crore for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 1,773.05% of the subsidiary's annual standalone turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 7,092.20% of the subsidiary's annual standalone turnover.

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Sr.No.	Particulars of the information	Information provided by the management
B (1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Kody Media Private Limited.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Kody Media Private Limited, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹200.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Kody Media Private Limited.
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Kody Media Private Limited in the ordinary course of business and on an arm's length basis during the validity period of the approval.

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Sr.No.	Particulars of the information	Information provided by the management
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹300.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹200.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Kody Media Private Limited, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹200.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group. Entering into such transactions with the Company's subsidiary enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

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Sr.No.	Particulars of the information	Information provided by the management
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	--
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director) 2. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Sanjaykumar Kalubhai Kidecha – 1 Share as nominee of Company
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel 2. Mr. Sanjaykumar Kalubhai Kidecha
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

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Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and its subsidiary. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable. The proposed Material Related Party Transactions are proposed to be entered into with the Company's subsidiary, Kody Media Private Limited, in the ordinary course of business. Accordingly, no competitive bidding or quotation process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable, as no bids or quotations were invited or received.
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable, as comparable bids were not invited or obtained.

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Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The proposed transactions are recurring operational and financial transactions between the Company and its subsidiary and are undertaken to facilitate business operations, treasury management, operational efficiencies and business requirements. Considering the nature of the relationship and the commercial objectives of the proposed transactions, inviting bids or quotations from unrelated parties is neither practicable nor commercially appropriate.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Audit Committee has considered the commercial rationale, business requirements, nature of the proposed transactions, pricing mechanism and arm's length principles while evaluating the proposed Material Related Party Transactions. The Committee noted that the transactions will be undertaken in the ordinary course of business, on arm's length terms and in accordance with the Company's Policy on Related Party Transactions. The proposed transactions are expected to enhance operational efficiencies, optimize resource utilization, facilitate business growth and are considered to be in the best interests of the Company and its public shareholders
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

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Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum to a related party, and no loans, inter-corporate deposits or advances were provided to any non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Kody Media Private Limited does not have any outstanding borrowings from banks or financial institutions as on the date of this Notice. Accordingly, there is no existing borrowing rate available for comparison.
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Kody Media Private Limited has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 89,14,338/-
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not Applicable. Kody Media Private Limited has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable. Kody Media Private Limited has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.

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Sr.No.	Particulars of the information	Information provided by the management
B(4). Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	NIL
35	Advance as % of the total loan given during the preceding 12 months	NIL
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Kody Media Private Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the subsidiary and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.

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Sr.No.	Particulars of the information	Information provided by the management
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Kody Media Private Limited has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Kody Media Private Limited was incorporated on January 10, 2025. Based on the unaudited financial statements for the financial year ended March 31, 2026, the management is of the opinion that Kody Media Private Limited is a going concern.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary

42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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Sr.No.	Particulars of the information	Information provided by the management
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.31 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable. as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Kody Media Private Limited, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 10 of this Notice, for approval by the Members of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Item No. 11:

ORDINARY RESOLUTION

The Members are informed that **Falcon Tech Robotics LLC** is a Joint Venture of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with **Falcon Tech Robotics LLC** to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Kody Media Private Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹100.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹100.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹200.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its joint Venture. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions **Falcon Tech Robotics LLC** are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Falcon Tech Robotics LLC
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	Falcon Tech Robotics LLC is a Joint venture Company of Kody Technolab Limited and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s) and such other business transactions as may be entered into from time to time in the ordinary course of business.
5	Monetary Value	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, including pricing, consideration, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of Related Parties	Falcon Tech Robotics LLC
2	Country of Incorporation of the Related Party	United Arab Emirates (UAE)
3	Nature of Business of the Related Party	To provide robotics solutions to local industries, retail, business, government, defence, and other sectors, delivering "Made in UAE" robots, exclusively in the Middle Eastern region and the GCC.
4	Relationship between the Company and the Related Party	Falcon Tech Robotics LLC is a Joint Venture of the Company and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Direct Equity Shareholding / Ownership Interest: 40.00% Contribution: 40.00% Profit & Loss Sharing: 40.00%
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 22,65,52,438/-
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹ (3,41,88,698/-)

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
9	Standalone Net Profit of the Related Party	FY 2025-26: ₹ (3,51,59,898/-)
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 36,94,62,201/- FY 2024-25: ₹ 9,71,200/- FY 2023-24: Not Applicable
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 20,33,49,420/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹100.00 Crore and Corporate Guarantee(s) of up to ₹100.00 Crore each represent approximately 124.56% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 249.12% of the Company's annual consolidated turnover.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable) as a percentage of the Related Party's annual standalone turnover	Not Applicable
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Falcon Tech Robotics LLC of approximately ₹ 22.66 Crore for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹100.00 Crore and Corporate Guarantee(s) of up to ₹100.00 Crore each represent approximately 441.40% of the Falcon Tech Robotics LLC annual standalone turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/ Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 883.00% of the Falcon Tech Robotics LLC annual standalone turnover.
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Falcon Tech Robotics LLC.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Falcon Tech Robotics LLC, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹200.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹100.00 Crore for loan transactions and ₹100.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Kody Media Private Limited.
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Falcon Tech Robotics LLC in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹400.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹200.00 Crore, (ii) Loan Transactions up to ₹100.00 Crore, and (iii) Corporate Guarantee(s) up to ₹100.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly,
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group. Entering into such transactions with the Company's Joint Venture enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	NIL
	a. Name of the director / KMP/ partner	NIL
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	NIL
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and its Joint Venture. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable. The proposed Material Related Party Transactions are proposed to be entered into with the Company's Joint venture, Falcon Tech Robotics LLC, in the ordinary course of business. Accordingly, no competitive bidding or quotation process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable, as no bids or quotations were invited or received.
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable, as comparable bids were not invited or obtained.
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The proposed transactions are recurring operational and financial transactions between the Company and its Joint Venture and are undertaken to facilitate business operations, treasury management, operational efficiencies and business requirements. Considering the nature of the relationship and the commercial objectives of the proposed transactions, inviting bids or quotations from unrelated parties is neither practicable nor commercially appropriate.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Audit Committee has considered the commercial rationale, business requirements, nature of the proposed transactions, pricing mechanism and arm's length principles while evaluating the proposed Material Related Party Transactions. The Committee noted that the transactions will be undertaken in the ordinary course of business, on arm's length terms and in accordance with the Company's Policy on Related Party Transactions. The proposed transactions are expected to enhance operational efficiencies, optimize resource utilization, facilitate business growth and are considered to be in the best interests of the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Falcon Tech Robotics LLC does not have any outstanding borrowings from banks or financial institutions as on the date of this Notice. Accordingly, there is no existing borrowing rate available for comparison.
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Falcon Tech Robotics LLC has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 24,03,10,195/-
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not Applicable. Falcon Tech Robotics LLC has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable. Falcon Tech Robotics LLC has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Falcon Tech Robotics LLC. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the subsidiary and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹100.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Falcon Tech Robotics LLC has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Falcon Tech Robotics LLC was incorporated on January 24, 2025. Based on the financial statements for the financial year ended March 31, 2026, the management is of the opinion that Falcon Tech Robotics LLC is a going concern.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable, as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

*The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Falcon Tech Robotics LLC, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 11 of this Notice, for approval by the Members of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Item No. 12:

ORDINARY RESOLUTION

The Members are informed that **KODY MIDDLE EAST HOLDING L.L.C-FZ** is a subsidiary of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with its subsidiary to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with KODY MIDDLE EAST HOLDING L.L.C-FZ.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹100.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹100.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹200.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions **KODY MIDDLE EAST HOLDING L.L.C-FZ** are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	KODY MIDDLE EAST HOLDING L.L.C-FZ
2	Name of the Director or KMP who is related	1. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
3	Nature of Relationship	KODY MIDDLE EAST HOLDING L.L.C-FZ is a Subsidiary Company of Kody Technolab Limited and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s) and such other business transactions as may be entered into from time to time in the ordinary course of business.
5	Monetary Value	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, including pricing, consideration, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	KODY MIDDLE EAST HOLDING L.L.C-FZ
2	Country of Incorporation of the Related Party	Dubai, United Arab Emirates.
3	Nature of Business of the Related Party	Robotics advertising company delivering advanced robotic and DOOH advertising solutions across the GCC.
4	Relationship between the Company and the Related Party	KODY MIDDLE EAST HOLDING L.L.C-FZ is a Subsidiary Company of Kody Technolab Limited and is a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Kody Technolab Limited holds 750 shares of AED 100 per share, in KODY MIDDLE EAST HOLDING L.L.C-FZ
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: NIL
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹ 19,59,122/-
9	Standalone Net Profit of the Related Party	FY 2025-26: ₹ 19,59,122/-

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: 25,94,000/- FY 2024-25: NIL FY 2023-24: Not Applicable
11	₹ 2,07,00,000/-	₹ 2,07,00,000/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹100.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹100.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹200.00 Crore in aggregate.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹100.00 Crore and Corporate Guarantee(s) of up to ₹100.00 Crore each represent approximately 124.56% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹200.00 Crore represent approximately 249.12% of the Company's annual consolidated turnover.
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	The standalone turnover of KODY MIDDLE EAST HOLDING L.L.C-FZ for the financial year ended March 31, 2026 was NIL. Accordingly, the value of the proposed transactions as a percentage of the Related Party's annual standalone turnover is not applicable.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and KODY MIDDLE EAST HOLDING L.L.C-FZ.
2	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and KODY MIDDLE EAST HOLDING L.L.C-FZ.
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with KODY MIDDLE EAST HOLDING L.L.C-FZ in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹400.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹200.00 Crore, (ii) Loan Transactions up to ₹100.00 Crore, and (iii) Corporate Guarantee(s) up to ₹100.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
		The value of any individual transaction shall be determined based on the business requirements of the Company and KODY MIDDLE EAST HOLDING L.L.C-FZ, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹200.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹100.00 Crore for loan transactions and ₹100.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group. Entering into such transactions with the Company's subsidiary enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	1. Mr. Sanjaykumar Kalubhai Kidecha (Chief Executive Officer)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and its subsidiary. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable. The proposed Material Related Party Transactions are proposed to be entered into with the Company's subsidiary, KODY MIDDLE EAST HOLDING L.L.C-FZ, in the ordinary course of business. Accordingly, no competitive bidding or quotation process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable, as no bids or quotations were invited or received.
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable, as comparable bids were not invited or obtained.
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The proposed transactions are recurring operational and financial transactions between the Company and its subsidiary and are undertaken to facilitate business operations, treasury management, operational efficiencies and business requirements. Considering the nature of the relationship and the commercial objectives of the proposed transactions, inviting bids or quotations from unrelated parties is neither practicable nor commercially appropriate.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Audit Committee has considered the commercial rationale, business requirements, nature of the proposed transactions, pricing mechanism and arm's length principles while evaluating the proposed Material Related Party Transactions. The Committee noted that the transactions will be undertaken in the ordinary course of business, on arm's length terms and in accordance with the Company's Policy on Related Party Transactions. The proposed transactions are expected to enhance operational efficiencies, optimize resource utilization, facilitate business growth and are considered to be in the best interests of the Company and its public shareholders.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum,, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	KODY MIDDLE EAST HOLDING L.L.C-FZ does not have any outstanding borrowings from banks or financial institutions as on the date of this Notice. Accordingly, there is no existing borrowing rate available for comparison.
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	KODY MIDDLE EAST HOLDING L.L.C-FZ has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related	FY 2025-26: NIL
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not Applicable. KODY MIDDLE EAST HOLDING L.L.C-FZ has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable. KODY MIDDLE EAST HOLDING L.L.C-FZ has not availed any borrowings from any bank, financial institution or any other person during the applicable financial years.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable
35	Whether secured or unsecured?	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of KODY MIDDLE EAST HOLDING L.L.C-FZ. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the subsidiary and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹100.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	KODY MIDDLE EAST HOLDING L.L.C-FZ has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	KODY MIDDLE EAST HOLDING L.L.C-FZ was incorporated on July 23, 2024. Based on the financial statements for the financial year ended March 31, 2026, the management is of the opinion that KODY MIDDLE EAST HOLDING L.L.C-FZ is a going concern.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable, as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or KODY MIDDLE EAST HOLDING L.L.C-FZ, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no.12 of this Notice, for approval by the Members of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Item No. 13:

ORDINARY RESOLUTION

The Members are informed that **Arvind Anticor Limited** is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with Arvind Anticor Limited to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Arvind Anticor Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹100.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions ARVIND ANTICOR LIMITED are as follows:

Sr.No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Arvind Anticor Limited
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	ARVIND ANTICOR LIMITED is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s)
5	Monetary Value	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Arvind Anticor Limited
2	Country of Incorporation of the Related Party	India
3	Nature of Business of the Related Party	Manufacturing and supplying the best quality thermoplastic process equipment for metal finishing industries.
4	Relationship between the Company and the Related Party	Arvind Anticor Limited is a Related Party of the Company by virtue of common directorship of Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, who is also a Director on the Board of Arvind Anticor Limited.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Shareholding: Nil (0.00%) Contribution: Not Applicable Profit & Loss Sharing: Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 25,91,09,980/-
8	Standalone Net Worth of the Related Party	FY 2025-26: ₹ 10,90,28,852/- (Un-Audited)
9	Standalone Net Profit of the Related	FY 2025-26: ₹ 95,17,109/- (Un-Audited)
10	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 6,44,000/- FY 2024-25: ₹ 2,50,00,000/- FY 2023-24: ₹ 6,77,000/-

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
11	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 89,07,753/-
12	Whether prior approval of the Audit Committee has been obtained	Yes
13	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
14	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
15	Whether the proposed transaction is a Material Related Party Transaction	Yes
16	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 crore represent approximately 124.56% of the Company's annual consolidated turnover.
17	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
18	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Arvind Anticor Limited of approximately ₹ 25.91 Cr for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 192.97% of the Arvind Anticor Limited annual standalone turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 Crore represent approximately 385.94% of the Arvind Anticor Limited annual standalone turnover.
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Arvind Anticor Limited.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Arvind Anticor Limited, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹100.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Arvind Anticor Limited.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Arvind Anticor Limited in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹200.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹100.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Arvind Anticor Limited, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹100.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
		Entering into such transactions with the Arvind Anticor Limited enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	25.91%
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	Not Applicable.
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and Arvind Anticor Limited. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Arvind Anticor Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s).
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s); accordingly, no comparison of additional cost or potential loss can be made.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Arvind Anticor Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction(s) have been evaluated on the basis of commercial rationale, business requirements, expected operational and strategic benefits, pricing methodology and arm's length principles. The management is of the view that the proposed transaction(s) are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders. Accordingly, the proposed terms are considered fair, reasonable and beneficial to the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum to a related party, and no loans, inter-corporate deposits or advances were provided to any non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	8.20%
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Arvind Anticor Limited has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 22,54,92.893
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	FY 2025-26: 8.20% FY 2024-25: 8.20% FY 2023-24: N.A.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable.
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Arvind Anticor Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the Arvind Anticor Limited and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Arvind Anticor Limited has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the audited financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Arvind Anticor Limited has remained solvent and has prepared its financial statements on a going concern basis.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable, as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or KODY MIDDLE EAST HOLDING L.L.C-FZ, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no.12 of this Notice, for approval by the Members of the Company.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Item No. 14:

ORDINARY RESOLUTION

The Members are informed that Datamac Analytics LLC is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with Datamac Analytics LLC to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Datamac Analytics LLC.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹100.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions DATAMAC ANALYTICS LLC are as follows:

Sr. No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	Datamac Analytics LLC
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	DATAMAC ANALYTICS LLC is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods and Materials, Availing/Rendering of Services, Granting/Availing of Loan(s)
5	Monetary Value	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

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Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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OF THE 9TH ANNUAL GENERAL MEETING

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Datamac Analytics LLC
2	Country of Incorporation of the Related Party	United States of America (U.S.A.)
3	Nature of Business of the Related Party	The Company is engaged in providing IT consulting, software development, cloud, AI, cybersecurity, and digital transformation services
4	Relationship between the Company and the Related Party	Datamac Analytics LLC is a Related Party of the Company by virtue of Mrs. Kena Patel, spouse of Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, being a Director of Datamac Analytics LLC.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Shareholding: Nil (0.00%) Contribution: Not Applicable Profit & Loss Sharing: Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: ₹ 6,87,41,000/- FY 2024-25: ₹ 2,06,84,000/- FY 2023-24: NIL

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
8	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 3,05,00,000/-
9	Whether prior approval of the Audit Committee has been obtained	Yes
10	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
11	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
12	Whether the proposed transaction is a Material Related Party Transaction	Yes
13	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 crore represent approximately 124.56% of the Company's annual consolidated turnover.
14	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Datamac Analytics LLC.
2	Total amount of all proposed transactions being placed for approval	The Company proposes to enter into one or more Related Party Transaction(s) with Datamac Analytics LLC, from time to time, including sale/purchase of goods and materials, availing/ rendering of services, granting/availing of loans, providing/ availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹100.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Datamac Analytics LLC.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Datamac Analytics LLC in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹200.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹100.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Datamac Analytics LLC, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹100.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group.

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Sr.No.	Particulars of the information	Information provided by the management
		Entering into such transactions with the Datamac Analytics LLC enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and Datamac Analytics LLC. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Datamac Analytics LLC, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s).
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s); accordingly, no comparison of additional cost or potential loss can be made.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids or quotations were invited, as the proposed transaction(s) are intended to be entered into with Datamac Analytics LLC considering its domain expertise, technical capabilities, business synergies, operational efficiencies and commercial expediency. The proposed transaction(s) are expected to facilitate efficient execution of business objectives and, therefore, inviting competitive bids was not considered commercially appropriate.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction(s) have been evaluated on the basis of commercial rationale, business requirements, expected operational and strategic benefits, pricing methodology and arm's length principles. The management is of the view that the proposed transaction(s) are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders. Accordingly, the proposed terms are considered fair, reasonable and beneficial to the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Datamac Analytics LLC has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable.
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Arvind Anticor Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the Arvind Anticor Limited and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Datamac Analytics LLC has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the audited financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Arvind Anticor Limited has remained solvent and has prepared its financial statements on a going concern basis.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.57 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable, as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Datamac Analytics LLC, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 14 of this Notice, for approval by the Members of the Company.

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OF THE 9TH ANNUAL GENERAL MEETING

Item No. 15:

ORDINARY RESOLUTION

The Members are informed that Kody Equipments Private Limited is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the ordinary course of business, the Company enters into various operational, commercial and financial transactions with Kody Equipments Private Limited to facilitate business operations, treasury management, funding requirements, business expansion and other commercial objectives. Such transactions include sale and purchase of goods and materials, availing and rendering of services, grant or availing of loans, providing or availing corporate guarantees and such other business transactions as may be required from time to time.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on September 07, 2026, have approved, subject to the approval of the Members, the proposal for entering into Material Related Party Transaction(s) with Kody Equipments Private Limited.

The proposed transaction limits are as under:

Nature of Transaction	Maximum Aggregate Value
Loan Transactions (Granting/Availing)	Up to ₹50.00 Crore
Corporate Guarantee(s) (Providing/Availing)	Up to ₹50.00 Crore
Sale/Purchase of Goods, Materials, Products, Availing/ Rendering of Services and other business transactions	Up to ₹100.00 Crore

All the aforesaid transactions shall be undertaken in the ordinary course of business and on an arm's length basis in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

The approval sought from the Members for the aforesaid Material Related Party Transactions shall remain valid from the date of approval of the Members till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.

The proposed Material Related Party Transactions are intended to facilitate smooth business operations, efficient utilization of resources, treasury management, funding requirements and business growth of the Company and its subsidiary. The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its shareholders.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 07, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions KODY EQUIPMENTS PRIVATE LIMITED are as follows:

Sr. No.	Particulars of the information	Information provided by the management
1	Name of Related Parties	KODY EQUIPMENTS PRIVATE LIMITED
2	Name of the Director or KMP who is related	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
3	Nature of Relationship	KODY EQUIPMENTS PRIVATE LIMITED is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Type of transaction	Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions, Granting/Availing of Loan(s), Providing/Availing of Corporate Guarantee(s)
5	Monetary Value	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
6	Justification as to why the RPTs are in the interest of the Company	The proposed transactions are intended to facilitate efficient business operations, working capital and treasury management, business expansion, operational synergies and optimum utilization of resources within the Group. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and its shareholders.
7	Nature materials terms and particulars of the Contracts/arrangements/	The transactions shall be entered into from time to time on an arm's length basis and in the ordinary course of business. The detailed terms and conditions, interest rate (where applicable), security (if any), repayment terms and other commercial terms, shall be mutually agreed between the parties in accordance with the Company's Policy on Related Party Transactions and applicable laws.

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Sr.No.	Particulars of the information	Information provided by the management
8	Any advance paid or received for the contracts/arrangements	Nil, as on the date of this Notice. Any advance, if required, shall be in accordance with the terms of the respective transaction(s).
9	Tenure of contracts/arrangement	The approval of the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. Individual transactions entered into pursuant to such approval shall be governed by the respective contractual terms agreed between the parties.

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OF THE 9TH ANNUAL GENERAL MEETING

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr.No.	Particulars of the information	Information provided by the management
A. Details of the Related Party and Transaction		
1	Name of the Related Party	Kody Equipments Private Limited
2	Country of Incorporation of the Related Party	India
3	Nature of Business of the Related Party	Manufacturer of Flexible Packaging Converting Machinery Like Slitter Rewinder, Rotogravure Printing Machine, Solventless Lamination Machine & Label Slitter.
4	Relationship between the Company and the Related Party	Kody Equipments Private Limited is a Related Party of the Company by virtue of the fact that a relative of Mr. Manav Subhashchandra Patel, Promoter and Managing Director of the Company, is a Director and Shareholder of Kody Equipments Private Limited.
5	Shareholding / Contribution / Profit & Loss Sharing of the Company in the Related Party (Direct or Indirect)	Shareholding: Nil (0.00%) Contribution: Not Applicable Profit & Loss Sharing: Not Applicable
6	Shareholding of the Related Party in the Company (Direct or Indirect)	NIL
7	Standalone Turnover of the Related Party	FY 2025-26: ₹ 59,85,00,000/- (Un-Audited)
8	Standalone Net Profit of the Related Party	FY 2025-26: ₹ 21,23,000/- (Un-Audited)
9	Total amount of all transactions undertaken by the Company with the Related Party during each of the last three financial years	FY 2025-26: NIL FY 2024-25: ₹ 54,03,000/- FY 2023-24: NIL

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Sr.No.	Particulars of the information	Information provided by the management
10	Total amount of all transactions undertaken by the Company with the Related Party during the current financial year (till the date of approval of the Audit Committee / Members)	₹ 40,00,000/-
11	Whether prior approval of the Audit Committee has been obtained	Yes
12	Any default made by the Related Party concerning any obligation undertaken under any transaction with the Company during the last three financial years	No
13	Total amount of all proposed transactions being placed for approval	(i) Loan Transactions – Up to ₹50.00 Crore (aggregate outstanding); (ii) Corporate Guarantee(s) – Up to ₹50.00 Crore (aggregate outstanding); (iii) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions – Up to ₹100.00 Crore in aggregate.
14	Whether the proposed transaction is a Material Related Party Transaction	Yes
15	Value of the proposed transaction as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	Based on the audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 of ₹8,028.18 Lakhs, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 62.28% of the Company's annual consolidated turnover, whereas the proposed Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 crore represent approximately 124.56% of the Company's annual consolidated turnover.
16	Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover (where applicable)	Not Applicable

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
17	Value of the proposed transaction as a percentage of the Related Party's annual standalone turnover	Based on the unaudited standalone turnover of Kody Equipments Private Limited of approximately ₹ 59.85 Crore for the financial year ended March 31, 2026, the proposed Loan Transactions of up to ₹50.00 Crore and Corporate Guarantee(s) of up to ₹50.00 Crore each represent approximately 83.54% of the Kody Equipments Private Limited annual standalone turnover, whereas the proposed Sale/ Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions of up to ₹100.00 Crore represent approximately 167.08% of the Kody Equipments Private Limited annual standalone turnover.
B(1). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and/or Purchase of Goods, Materials and Products, Availing and/or Rendering of Services, Granting and/or Availing of Loan(s), Providing and/or Availing of Corporate Guarantee(s), and such other business transactions as may be entered into from time to time in the ordinary course of business between the Company and Kody Equipments Private Limited.
2	Details of the proposed transaction	The Company proposes to enter into one or more Related Party Transaction(s) with Kody Equipments Private Limited, from time to time, including sale/purchase of goods and materials, availing/rendering of services, granting/availing of loans, providing/availing of corporate guarantees and other business transactions, in the ordinary course of business and on an arm's length basis. The maximum aggregate limits shall be ₹100.00 Crore for sale/purchase of goods, materials, services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time.
4	Indicative date / timeline for undertaking the transaction	From the date of approval of the Members and as and when required during the validity of the approval, based on the business requirements of the Company and Kody Equipments Private Limited.

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OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
5	Whether omnibus approval is being sought?	Yes. Omnibus approval is being sought for recurring Material Related Party Transactions proposed to be entered into with Kody Equipments Private Limited in the ordinary course of business and on an arm's length basis during the validity period of the approval.
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year	The aggregate value of the proposed Material Related Party Transactions during the validity of the approval shall not exceed ₹200.00 Crore, comprising (i) Sale/Purchase of Goods, Materials, Availing/Rendering of Services and other business transactions up to ₹100.00 Crore, (ii) Loan Transactions up to ₹50.00 Crore, and (iii) Corporate Guarantee(s) up to ₹50.00 Crore. The approval is being sought only till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013; accordingly, the proposal does not involve any multi-year contract. The value of any individual transaction shall be determined based on the business requirements of the Company and Kody Equipments Private Limited, provided that the aggregate value of all transactions under each approved category during the validity of the approval shall not exceed the limits approved by the Members, namely ₹100.00 Crore for sale/purchase of goods, materials, availing/rendering of services and other business transactions, ₹50.00 Crore for loan transactions and ₹50.00 Crore for corporate guarantee transactions.
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, funding requirements, operational synergies and business growth within the Group.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
		Entering into such transactions with the Kody Equipments Private Limited enables effective utilization of resources, improved operational efficiency, seamless execution of business activities and enhanced financial flexibility. The transactions are expected to create long-term value for the Company and its shareholders and will be undertaken in compliance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	a. Name of the director / KMP	1. Mr. Manav Subhashchandra Patel (Promoter & Managing Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	
	a. Name of the director / KMP/ partner	1. Mr. Manav Subhashchandra Patel
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Manav Subhashchandra Patel: 62.95 %

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
12	Other information relevant for decision making.	The proposed Material Related Party Transactions are intended to facilitate efficient business operations, treasury management, working capital requirements, business expansion and operational synergies between the Company and Kody Equipments Private Limited. The transactions shall be entered into in the ordinary course of business and on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The approval sought from the Members shall remain valid till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 or the Rules, notifications or circulars issued thereunder from time to time. All individual transactions shall be subject to the approved monetary limits and shall be undertaken based on business requirements from time to time.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Kody Equipments Private Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s).
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable. No bids or quotations were invited or received in respect of the proposed transaction(s); accordingly, no comparison of additional cost or potential loss can be made.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	No bids or quotations were invited or received in respect of the proposed transactions. The proposed transactions are intended to be entered into with Kody Equipments Private Limited, a Related Party, considering its business expertise, technical capabilities, commercial understanding and operational requirements. Accordingly, no competitive bidding process was undertaken.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The proposed transaction(s) have been evaluated on the basis of commercial rationale, business requirements, expected operational and strategic benefits, pricing methodology and arm's length principles. The management is of the view that the proposed transaction(s) are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders. Accordingly, the proposed terms are considered fair, reasonable and beneficial to the Company and its public shareholders.
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be funded from the Company's internal accruals, operating cash flows, surplus funds and/or other legally permissible sources available with the Company from time to time.
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Presently, no financial indebtedness is proposed to be incurred specifically for the purpose of granting the proposed loan(s), inter-corporate deposit(s) or advance(s).
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
20	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: •To any party (other than related party): •To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	During the last three financial years, interest was charged at 12% per annum,, to a related party, and no loans, inter-corporate deposits or advances were provided to any other non-related party.
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	8.75%
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The Company has availed a Loan Against Property (LAP) from its banker carrying a floating rate of interest of 9.50% per annum.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
25	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
26	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
27	Whether secured or unsecured?	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Kody Equipments Private Limited has not obtained any external credit rating as on the date of this Notice. Accordingly, this disclosure is Not Applicable.
31	Amount of total borrowings (long-term and short-term) of the related party	FY 2025-26: ₹ 9,52,00,000/-
32	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	FY 2025-26: 8.75% FY 2024-25: 9.00% FY 2023-24: 9.00 %
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable.
Additional details relating to advances other than loan given by the listed entity or its subsidiary		
34	Advances provided, their break-up and duration.	Not Applicable.
35	Advance as % of the total loan given during the preceding 12 months	Not Applicable.

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
36	Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed corporate guarantee(s), surety, indemnity or comfort letter, if any, are intended to facilitate the business operations, working capital requirements, capital expenditure, business expansion and general corporate purposes of Kody Equipments Private Limited. The proposed transaction(s) are expected to strengthen the financial position and operational capabilities of the Kody Equipments Private Limited and are considered to be in the best interests of the Company and its shareholders.
37	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The detailed terms and conditions, including the guarantee commission (if any), validity period, invocation terms, indemnification obligations, recovery mechanism and other material covenants, shall be mutually agreed and documented in the definitive agreement(s) to be executed between the parties. Such terms shall be on an arm's length basis and in compliance with applicable laws.
38	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of the proposed corporate guarantee(s), surety, indemnity or comfort letter shall not exceed ₹50.00 Crore during the validity of the approval. As on the date of this Notice, no liability or provision is required to be recognized in the books of account in respect of the proposed transaction(s). Any accounting treatment, if required upon issuance or invocation, shall be in accordance with the applicable Indian Accounting Standards and other applicable laws.
39	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Kody Equipments Private Limited has not obtained any external credit rating as on the date of this Notice.
40	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the audited financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Kody Equipments Private Limited has remained solvent and has prepared its financial statements on a going concern basis.
41	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
42	Material covenants of the proposed transaction	The detailed terms and conditions, including the material covenants, if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s). Such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.
43	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate, if any, shall be determined at the time of entering into the respective transaction, having regard to prevailing market conditions and on an arm's length basis.
44	Cost of borrowing (This shall include all costs associated with the borrowing)	The overall cost of borrowing, including interest and any other applicable charges, if any, shall be determined at the time of execution of the definitive agreement(s) based on the agreed commercial terms.
45	Maturity / due date	The maturity/due date of the proposed loan(s), inter-corporate deposit(s) or advance(s), if any, shall be mutually agreed between the parties at the time of entering into the respective transaction(s), based on the business requirements and commercial terms.
46	Repayment schedule & terms	The repayment schedule and other terms shall be determined and documented in the definitive agreement(s) to be executed between the parties from time to time and shall be on an arm's length basis and in compliance with applicable laws.
47	Whether secured or unsecured?	Unsecured
48	If secured, the nature of security & security coverage ratio	Not Applicable

Notice

OF THE 9TH ANNUAL GENERAL MEETING

Sr.No.	Particulars of the information	Information provided by the management
49	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the ultimate beneficiary for its business operations, working capital requirements, capital expenditure, business expansion and other general corporate purposes, in accordance with applicable laws.
50	Debt-to-Equity Ratio	Before Transaction: 0.04 : 1 After Transaction: 0.28 : 1
51	Debt Service Coverage Ratio (DSCR)	Not Applicable, as the proposed borrowing has not yet been availed and the post-transaction debt servicing obligations will depend upon the final terms of the borrowing, including the interest rate, repayment schedule and tenure.

* The ratios have been calculated on approximate values, as the borrowing amount represents an upper limit and not the exact amount.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except to the extent of their shareholding and/or directorship in the Company and/or Kody Equipments Private Limited, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no.15 of this Notice, for approval by the Members of the Company.

ANNEXURE A

PROFILE OF DIRECTORS

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Name of the Person	Kashyap Jaladipbhai Jani	Milan Shah
Director Identification Number (DIN)	10095658	00012088
Age	37 years	66 years
Nationality	Indian	Indian
Date of First appointment of the Board	April 18, 2026	July 06, 2026
Qualification	Ph.D. in International Corporate Affairs (Pursuing) Master's in Law (Intellectual Property) Bachelor's and Master's Degrees in Political Science Bachelor's Degree in Mechanical Engineering	Chartered Accountant and Company Secretary
Experience and Expertise	Mr. Kashyap Jani is a visionary entrepreneur and strategic leader with over 16+ years of Mult industry experience, spanning real estate, banking, financial analytics, infrastructure, FMCG, and advanced technologies including IT and robotics. He is widely recognized for building and scaling high-value, future-ready businesses by combining financial acumen, regulatory expertise, and technology-led innovation.	Mr. Milan Shah is a Chartered Accountant and Company Secretary with over 40 years of rich experience in finance, business strategy, financial restructuring, corporate governance, investor relations and business transformation across diverse industries. He has extensive expertise in capital raising, strategic planning, risk management, governance and driving organizational growth. He is currently engaged in providing strategic and financial advisory services to businesses and entrepreneurs.
Remuneration last drawn (including sitting fees)	NIL	NIL

ANNEXURE A

PROFILE OF DIRECTORS

Remuneration proposed to be paid	Sitting fees as may be decided by the board	Sitting fees as may be decided by the board
Terms and Condition of Appointment	As per appointment letter	As per appointment letter
Number of board meetings attended during FY 2025-26	N.A.	Indian
Shareholding in the Company (Equity Shares)	1,500 Equity Shares	2,300 Equity Shares
Relationship with other Directors, Manager of KMP	Not related to any Directors / KMP	Not related to any Directors / KMP
Directorships held in other Indian companies	FACTBYTE IT SOLUTIONS PRIVATE LIMITED SAAR BUILDDEVELOPERS PRIVATE LIMITED JANI TECHSOLUTIONS PRIVATE LIMITED	NIL
Membership/ Chairmanship of the Committees of the Board	NIL	NIL
Membership/ Chairmanship of the Committees of the Board	NIL	NIL
Membership/ Chairmanship of the Committees of the Board	NIL	NIL

DIRECTOR'S REPORT

To,
The Members,
Kody Technolab Limited

Your Directors take pleasure in presenting the 9th Board's Report on the Business and Operations of the Company together with the Audited Financial Statements along with the Auditor's Report for the Financial Year ended on March 31, 2026.

1. FINANCIAL HIGHLIGHTS & OPERATIONS:

The Audited Financial Statements of your Company as on March 31, 2026, are prepared in accordance with the relevant applicable AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The financial performance of the Company for the Financial Year ended on March 31, 2026, and for the previous financial year ended on March 31, 2025, is given below:

(Amount in Lakhs.)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from operations	8,401.17	7,177.18	8,028.18	7,177.18
Other Income	647.18	125.13	672.52	125.13
Total Income	9,048.35	7,302.32	8,700.70	7,302.32
Total Expenses	5,970.67	4,899.11	5,996.11	4,899.11
Profit / Loss before Exceptional and Extra Ordinary Items and Tax Expenses	3,077.68	2,403.21	2,704.59	2,403.21
Less: Exceptional and Extra Ordinary Items	00	00	00	00
Profit / Loss before Tax Expenses	3,077.68	2,403.21	2,704.59	2,403.21
Profit/Loss from associate or joint venture	--	--	(140.64)	00
Less: Current Tax	812.73	601.79	812.73	601.79
Deferred Tax	78.96	39.18	74.97	39.18
Tax Related to Earlier Years	00	00	00	00
Profit / Loss for the Period	2,186.00	1,762.24	1,676.26	1,762.24
Earnings Per Share (EPS)				
Basis	15.29	13.82	11.73	13.82
Diluted	15.13	12.46	11.60	12.46

DIRECTOR'S REPORT

Operations:

Standalone:

The total income for the Financial Year 2025-26 is Rs. 9,048.35 Lakhs as compared to the total income of Rs. 7,302.32 Lakhs in the previous Financial Year. The Company has incurred Profit before tax for the Financial Year 2025-26 of Rs. 3,077.68 Lakhs as compared to the Profit before tax of Rs. 2,403.21 Lakhs in the previous Financial Year. The Net Profit after tax for the Financial Year 2025-26 is Rs. 2,185.99 Lakhs as against Net Profit after tax Rs. 1,762.24 Lakhs in the previous Financial Year. The Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in the future period.

Consolidated:

The total income for the Financial Year 2025-26 is Rs. 8,700.70 Lakhs as compared to the total income of Rs. 7,302.32 Lakhs in the previous Financial Year. The Company has incurred Profit before tax for the Financial Year 2025-26 of Rs. 2,704.59 Lakhs as compared to the Profit before tax of Rs. 2,403.21 Lakhs in the previous Financial Year. The Net Profit after tax for the Financial Year 2025-26 is Rs. 1,676.26 Lakhs as against Net Profit after tax Rs. 1,762.24 Lakhs in the previous Financial Year. The Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in the future period.

2. CHANGE IN NATURE OF BUSINESS, IF ANY

No changes have been made in nature of business carried out by the Company during the financial year under review.

3. SHARE CAPITAL

A. AUTHORISED SHARE CAPITAL:

During the financial year under review, the Company increased its Authorised Equity Share Capital pursuant to the approval of the Members obtained on January 09, 2026. The Authorised Equity Share Capital was increased from ₹14,50,00,000/- (Rupees Fourteen Crores Fifty Lakhs Only) divided into 1,45,00,000 Equity Shares of ₹10/- each to ₹16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 Equity Shares of ₹10/- each, by creation of 15,00,000 additional Equity Shares of ₹10/- each, ranking pari passu with the existing equity shares of the Company in all respects.

Consequent upon the increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company was amended in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

B. PAID-UP SHARE CAPITAL:

During the Financial Year under review, the paid-up Equity Share Capital of the Company increased from Rs. 12,74,75,600/- (Rupees Twelve Crore Seventy Four Lakhs Seventy Five Thousand Six Hundred Only), divided into 1,27,47,560 equity shares of Rs. 10/- each, to Rs. 14,29,34,600/- (Rupees Fourteen Crore Twenty Nine Lakhs Thirty Four Thousand Six Hundred Only), divided into 1,42,93,460 equity shares of Rs. 10/- each, pursuant to the following allotments:

(i) On January 30, 2026 the Company allotted an aggregate of 2,000 fully paid-up equity shares pursuant to the conversion of 2,000 convertible warrants (out of total 6,96,000 Convertible warrants)

In addition to the above allotment, 2,000 bonus equity shares have been allotted to the allottee pursuant to the resolution for issuance of bonus equity shares in the ratio of 1:1, as approved by the shareholders at the Extra Ordinary General Meeting ('EGM') held on 19th November, 2024.

(ii) On February 21, 2026, the Company also allotted an aggregate of 6,94,000 fully paid-up equity shares pursuant to the conversion of 6,94,000 convertible warrants (out of total 6,96,000 Convertible warrants)

In addition to the above allotment, 6,94,000 bonus equity shares have been allotted to the allottees pursuant to the resolution for issuance of bonus equity shares in the ratio of 1:1, as approved by the shareholders at the Extra Ordinary General Meeting ('EGM') held on 19th November, 2024.

(iii) On February 19, 2026, the Company made a preferential allotment of 1,53,900 equity shares to entities belonging to the Non-Promoter category.

4. STATUS OF SHARES

As the members are aware, the company's shares are compulsorily tradable in electronic form. As on March 31, 2026, 100.00% of the company's total paid up capital representing 1,42,93,460 shares are in de-materialized form.

DIRECTOR'S REPORT

5. OTHER SHARES

Apart from the equity shares as stated above and convertible warrants as mentioned below, the company has not issued any other class of shares i.e. equity shares with differential rights, sweat equity shares, employee stock options and did not purchase its own shares. Hence there is no information to be provided as required under Rule 4(4), Rule 8(13), Rule 12(9) and Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 and Section 62 of the companies Act 2013 respectively.

Sr. No.	Kind of The Issue	Pre-Issue Paid Up Capital (No. Of Shares)	No. of Shares/ Warrants Allotted	Face Value (Rs.)	Price Per Warrants	Date of Allotment	Post-Issue Paid Up Capital (No. of Share) Assuming Full Conversion of Warrants Into Equity
1	Allotment of Equity Shares pursuant to conversion of 2,000 Convertible Warrants	1,27,47,560	2,000 Equity Shares	10	1,400	30/01/2026	1,27,49,560
2	Preferential Allotment of Equity Shares	1,27,49,560	1,53,900 Equity Shares	10	975	19/02/2026	1,29,03,460
3	Allotment of Equity Shares pursuant to conversion of 6,94,000 Convertible Warrants	1,29,03,460	6,94,000 Equity Shares	10	1400	21/02/2026	1,35,97,460

Notes:

Pursuant to the resolution passed by the shareholders at the Extra-Ordinary General Meeting held on November 19, 2024, bonus equity shares in the ratio of 1:1 were allotted simultaneously with the conversion of warrants. Accordingly, 2,000 bonus equity shares were allotted on January 30, 2026 and 6,94,000 bonus equity shares were allotted on February 21, 2026, aggregating to 6,96,000 bonus equity shares.

4	Preferential Allotment of Convertible Warrants	1,42,93,460	6,76,900 Warrants	10	975	19/02/2026	1,49,70,360
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DIRECTOR'S REPORT

6. DIVIDEND

To conserve the resources for future prospect and growth of the Company, your directors do not recommend any dividend for the Financial Year 2025-26 (Previous Year - Nil).

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund ("IEPF"). During the financial year under review, there was no unpaid or unclaimed dividend in the "Unpaid Dividend Account" lying for a period of seven years from the date of transfer of such unpaid dividend to the said account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund.

8. TRANSFER TO RESERVES

The profit of the Company for the Financial Year ending on March 31, 2026 is transferred to profit and loss account of the Company under Reserves and Surplus.

9. DISCLOSURES RELATING TO HOLDING, SUBSIDIARY, ASSOCIATE COMPANY AND JOINT VENTURES

The details regarding Holding / Subsidiary/Associate Company and Joint Venture of the Company during the period under review is as follow:

- On July 23, 2024, the Company incorporated a Subsidiary Company, namely M/s. Kody Middle East Holding LLC FZ. The Company has subscribed to 75% of the share capital (AED) of M/s. Kody Middle East Holding LLC FZ.
- On January 10, 2025, the Company incorporated a Wholly Owned Subsidiary, namely M/s. Kody Media Private Limited. During the period under review, M/s. Kody Media Private Limited ceased to be a Wholly Owned Subsidiary and continues to be a Subsidiary Company of the Company.
- On January 24, 2025, the Company, along with Platinum Group for Businessmen Services LLC, entered into a Joint Venture Agreement and incorporated M/s. Falcon Tech Robotics LLC.
- The Joint Venture Agreement entered into with M/s. Vira Drones SA, a company incorporated under the applicable laws of Switzerland, on March 29, 2025, has ceased to be in existence during the period under review. Accordingly, M/s. Vira Drones SA is no longer considered as a Joint Venture of the Company.

Statement containing salient features of the Financial Statement of Associate pursuant to section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014 in Form No. AOC-1 is enclosed herewith as Annexure - III.

10. DEPOSIT

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing the details of deposits in compliance with Chapter V of the Act is not applicable.

11. ARTICULARS OF LOAN, GUARANTEES OR INVESTMENT MADE UNDER SECTION 186

The details of the loans, guarantees and investments, if any are provided in the notes to the audited financial statements annexed with the Annual Report.

DIRECTOR'S REPORT

12. WEBLINK OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2026 is available on the Company's website at www.kodytechnolab.com.

13. DIRECTORS & KEY MANAGEMENT PERSONNEL

Composition of Board & Board Meetings

Our board comprises of a group of Executive, Non-Executive and Independent Directors. As on March 31, 2026, the Company has Eight Directors. Out of the Eight Directors, Six are Non- Executive Directors and of which Five are Independent Directors. The composition of the Board is in conformity with the provisions of Section 149 of the Act and LODR Regulations.

The Board Comprise of the following:

Sr. No.	NAME OF THE DIRECTOR	DIN	DESIGNATION
1	Manav Subhashchandra Patel	07409757	Chairman cum Managing Director
2	Manali Krunal Patel	07792457	Whole-time director
3	Pooja Sunny Patel	07792474	Non-Executive Director
4	Bhoomik Harshadbhai Patel	10094552	Independent Director
5	Harshil Vikrambhai Gajjar	10094554	Independent Director
6	Pramod Abhimanyu Vasave	10705184	Independent Director
7	Kashyap Jaladipbhai Jani	10095658	Additional Independent Director
8	Milan Shah	00012088	Additional Independent Director

DIRECTOR'S REPORT

During the Financial year 2025-26, the Board of Directors met 17 times. In respect of these meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details which are as mentioned below:

Sr.No.	DATE OF BOARD MEETINGS	TOTAL STRENGTH OF THE BOARD	NO. OF DIRECTORS PRESENT
1	23-04-2025	7	7
2	30-05-2025	7	7
3	19-07-2025	7	7
4	19-08-2025	7	7
5	03-10-2025	7	7
6	07-10-2025	7	7
7	28-10-2025	6	6
8	14-11-2025	6	6
9	10-12-2025	6	6
10	05-01-2026	6	6
11	07-01-2026	6	6
12	22-01-2026	6	6
13	30-01-2026	6	6
14	06-02-2026	6	6
15	18-02-2026	6	6
16	19-02-2026	6	6
17	21-02-2026	6	6

DIRECTOR'S REPORT

Appointments / Re-appointments

After the closure of the financial year 2025-26, the following appointments were made on the Board of the Company

- Mr. Kashyap Jaladipbhai Jani (DIN: 10095658) was appointed as an Additional Director in the category of Independent Director with effect from April 18, 2026. His appointment as an Independent Director is proposed to be regularised by the Members at the ensuing Annual General Meeting.
- Mr. Milan Shah (DIN: 00012088) was appointed as an Additional Director in the category of Independent Director with effect from July 06, 2026. His appointment as an Independent Director is proposed to be regularised by the Members at the ensuing Annual General Meeting.

Cessations

During the financial year under review, Mr. Neeraj Kumar Srivastava, Non-Executive Director of the Company, resigned from the office of Director of the Company with effect from October 07, 2025.

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and Company's Articles of Association, Mrs. Pooja Sunny Patel (DIN: 07792474) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment.

As required under regulation 36(3) of SEBI (LODR), 2015, particulars of the Director retiring and seeking reappointment at the ensuing Annual General Meeting is annexed to the notice convening

Key Managerial Personnel

As on the date of this report, the following are the Key Managerial Personnel(s) of the Company:

Sr.No.	NAME	DESIGNATION
1	Manav Subhashchandra Patel	Managing Director
2	Manali Krunal Patel	Whole time Director
3	Sanjaykumar Kalubhai Kidecha	Chief Executive Officer
4	Akshay C Shah	Chief Financial Officer
5	Utsav Himanshu Trivedi	Company Secretary & Compliance Officer

DIRECTOR'S REPORT

During the Financial Year 2025-26, the following changes took place in the Key Managerial Personnel of the Company:

- **Mr. Niraj Bharat Sanghvi**, Chief Financial Officer of the Company, resigned from the position of Chief Financial Officer with effect from **October 06, 2025**.
- **Ms. Preeti Tolani**, **Company Secretary & Compliance Officer** of the Company, was appointed as the Company Secretary & Compliance Officer with effect from May 30, 2025, and subsequently resigned from the position with effect from December 10, 2025.
- **Mr. Akshay Shah** was appointed as the **Chief Financial Officer** of the Company with effect from January 05, 2026.

Further, after the closure of the Financial Year 2025-26, the following changes took place in the Key Managerial Personnel of the Company:

- **Mr. Sanjaykumar Kidecha** was appointed as the **Chief Executive Officer** of the Company with effect from **May 06, 2026**.
- **Mr. Utsav Himanshu Trivedi (ACS: 57058)** was appointed as the **Company Secretary & Compliance Officer** of the Company with effect from **July 01, 2026**.
- Declaration from Independent Director

The Company has 5 Independent Directors as on the date of this report and all the Independent Directors of the Company have given declarations stating that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the rules made there under and read with Regulation 16(1)(b) of the Listing Regulations and in the opinion of the Board, the Independent Directors meet the said criteria and are Independent of the management of the Company. Further, the Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience (including the proficiency) and expertise in their respective fields and that they hold highest standards of integrity. In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be anticipated that could impair or impact their ability to discharge their duties.

Disclosure by Directors

The Directors on the Board have submitted notice of interest under Section 184(1) of the Companies Act, 2013 i.e. in Form MBP 1, intimation under Section 164(2) of the Companies Act, 2013 i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

14. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134 (3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- In the preparation of the Annual Accounts, for the year ended on March 31, 2026 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departure from the same;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the financial year ended on March 31, 2026.
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the Annual Accounts on a going concern basis;
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTOR'S REPORT

15. COMMITTEES OF THE BOARD

In compliance with the requirement of applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'SEBI (LODR) Regulations, 2015') and as part of the best governance practice, the Company has constituted following Committees of the Board.

- 1. Audit Committee
- 2. Nomination and Remuneration Committee
- 3. Stakeholders Relationship Committee
- 4. Corporate Social Responsibility Committee

Audit Committee

The Company has constituted a qualified and Independent Audit Committee, which acts as a link between the Statutory and Internal Auditors and the Board of Directors. The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for Internal financial controls, governance and reviewing the Company's Statutory and Internal Audit activities. The Committee is in compliance with the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the Financial Year 2025-26, there was no change in the composition of the Audit Committee of the Company.

The Board Comprise of the following:

Sr. No.	NAME OF MEMBERS	DESIGNATION
1	Mr. Bhoomik Harshadbhai Patel (Non-Executive & Independent Director)	Chairman
2	Mr. Harshil Vikrambhai Gajjar (Non-Executive & Independent Director)	Memeber
3	Mr. Manav Subhashchandra Patel (Managing Director)	Member

The Company Secretary of the Company acts as the Secretary of the Committee.

DIRECTOR'S REPORT

Details of Meetings and attendance

During Financial Year 2025-26, Sixteen (16) Audit Committee Meetings were held on April 23, 2025, May 30, 2025, July 19, 2025, August 19, 2025, October 3, 2025, October 28, 2025, November 14, 2025, December 10, 2025, January 5, 2026, January 7, 2026, January 22, 2026, January 30, 2026, February 6, 2026, February 18, 2026, February 19, 2026, and February 21, 2026. Necessary quorum was present in all the Audit Committee Meetings. The time gap between any two Audit Committee Meetings was not more than one hundred and twenty days.

The details of attendance of each Member at the Audit Committee Meetings during the Financial Year 2025-26 is given below:

Name of Members	Designation	No. of Meetings held during the F.Y. 2025-26	No. of Meetings eligible to attend during the F.Y. 2025-26	No. of Meetings attended during the F.Y. 2025-26
Mr. Bhoomik Harshadbhai Patel (Non-Executive & Independent Director)	Chairman	16	16	16
Mr. Harshil Vikrambhai Gajjar (Non-Executive & Independent Director)	Member	16	16	16
Mr. Manav Subhashchandra Patel (Managing Director)	Member	16	16	16

Chairman of the Audit Committee attended the last Annual General Meeting (AGM) of Shareholders of the Company.

The members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

Nomination And Remuneration Committee

The Company has constituted Nomination and Remuneration Committee in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015.

During the Financial Year 2025-26, there was no change in the composition of the Nomination and Remuneration Committee of the Company.

The Nomination and Remuneration Committee comprises of following Members:

Name of Members	Designation
Mr. Bhoomik Harshadbhai Patel (Non-Executive & Independent Director)	Chairman
Mr. Harshil Vikrambhai Gajjar (Non-Executive & Independent Director)	Member
Mrs. Pooja Sunny Patel (Non-Executive Director)	Member

The Company Secretary of the Company acts as the Secretary of the Committee.

DIRECTOR'S REPORT

Details of Meetings and attendance

During Financial Year 2025-26, Four (4) Nomination and Remuneration Committee Meetings were held on May 30, 2025, October 07, 2025, December 10, 2025 and January 05, 2026. Necessary quorum was present in all the Nomination and Remuneration Committee Meetings.

The details of attendance of each Member at the Nomination and Remuneration Committee Meetings during the Financial Year 2025-26 is given below:

Name of Members	Designation	No. of Meetings held during the F.Y. 2025-26	No. of Meetings eligible to attend during the F.Y. 2025-26	No. of Meetings attended during the F.Y. 2025-26
Mr. Bhoomik Harshadbhai Patel (Non-Executive & Independent Director)	Chairman	4	4	4
Mr. Harshil Vikrambhai Gajjar (Non-Executive & Independent Director)	Member	4	4	4
Mrs. Pooja Sunny Patel (Non-Executive Director)	Member	4	4	4

Chairman of the Nomination and Remuneration Committee attended the last Annual General Meeting (AGM) of Shareholders of the Company.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees.

The Remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice and is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of the Act is available on the website of the Company at www.kodytechnolab.com.

Stakeholders Relationship Committee

The Company constituted Stakeholders Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission; Non-receipt of Annual Report; Dividend Warrants; etc.

During the Financial Year 2025-26, there was no change in the composition of the Stakeholders Relationship Committee of the Company

DIRECTOR'S REPORT

The Stakeholders Relationship Committee comprises of following Members:

Name of Members	Designation
Mr. Bhoomik Harshadbhai Patel (Non-Executive & Independent Director)	Chairman
Mr. Harshil Vikrambhai Gajjar (Non-Executive & Independent Director)	Member
Mrs. Manali Krunal Patel (Whole time Director)	Member

The Company Secretary of the Company acts as the Secretary of the Committee.

Details of Meetings and attendance

During Financial Year 2025-26, One (1) Stakeholders Relationship Committee Meeting were held on February 21, 2026. Necessary quorum was present in all the Stakeholders Relationship Committee Meetings.

The details of attendance of each Member at the Stakeholders Relationship Committee Meetings during the Financial Year 2025-26 is given below

Name of Members	Designation	No. of Meetings held during the F.Y. 2025-26	No. of Meetings eligible to attend during the F.Y. 2025-26	No. of Meetings attended during the F.Y. 2025-26
Mr. Bhoomik Harshadbhai Patel (Non-Executive & Independent Director)	Chairman	1	1	1
Mr. Harshil Vikrambhai Gajjar (Non-Executive & Independent Director)	Member	1	1	1
Mrs. Manali Krunal Patel (Whole time Director)	Member	1	1	1

16. COMPLIANCE OFFICER

The Compliance officer of the Company is Mr. Utsav Trivedi, who is a qualified Company Secretary.

DIRECTOR'S REPORT

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed the Whistle Blower Policy for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports etc.

Whistle blower policy is disclosed on the website of the Company at www.kodytechnolab.com.

The following is a summary of Protected Disclosures received and disposed off during the year 2025-26:

No. of Protected Disclosures received : NIL

No of Protected Disclosures disposed off : NA

The Audit Committee oversee the Vigil Mechanism of the Company.

The employees of the Company have the right to report their concern/grievance to the Audit Committee constituted by the Board of Directors to oversee the Vigil mechanism and no person is denied access to the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

18. FORMAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES OF THE BOARD AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 read with the rules thereof and the SEBI (LODR) Regulations, 2015, the Board has carried out the evaluation of annual performance of its own, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performance of specific duties, obligations and governance. The board was satisfied with the performance evaluation done of the directors.

In pursuant to Regulation 17(10) of the SEBI (LODR) Regulations, 2015, the evaluation of Independent Directors were done by the entire Board of Directors which includes:

- Performance of the Directors and
- Fulfillment of the Independence criteria as specified in the regulations and their independence from the management.

The Independent Directors are satisfied with the outcome of evaluation.

19. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Independent Directors have been updated with their roles, rights and responsibilities in the Company by specifying them in their appointment letter alongwith necessary documents, reports and internal policies to enable them to familiarize with the Company's Procedures and practices. The Company has through presentations at regular intervals, familiarized and updated the Independent Directors with the strategy, operations and functions of the Company and Agricultural Industry as a Whole and business model. The details of such familiarization programmes imparted to Independent Directors can be accessed on the website of the Company at www.kodytechnolab.com.

DIRECTOR'S REPORT

20. AUDITORS

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules thereof, M/s. Khandhar & Associates, Chartered Accountants, (Firm Registration No. 118940W), Ahmedabad, were appointed as the Statutory Auditors of the Company for a period of five years, who shall hold office till the conclusion of the Annual general Meeting to be held for the financial year ending on March 31, 2027. The present statutory auditors of the company will continue to act as statutory auditor till the expiry of their present term.

There are no qualifications or reservations or adverse remarks or disclaimers given by Statutory Auditors' of the Company and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Reporting of frauds by Auditors

During the year under review, the Auditors have not reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would be required to be mentioned in the Directors' Report.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company has appointed M/s. Jitendra Parmar & Associates, Company Secretaries, Ahmedabad (FRN: S2023GJ903900) to undertake the Secretarial Audit of the Company for FY 2025-26.

The Board confirms that the Secretarial Audit Report issued by M/s. Jitendra Parmar & Associates, Company Secretaries, Ahmedabad for the Financial Year ended 31st March, 2026. The report of the Secretarial auditor has not made any adverse remark in their Audit Report except:

1. Compliance of SEBI Circular No: SEBI / HO / DDHS / DDHS - RACPOD1 / P / CIR / 2023 / 172 dated October 19, 2023 i.e. Non filing of Annual Disclosures of Non-applicability of Large Corporate for FY 2024-25

Reply:

We confirm that for the Financial Year 2024-25, the Company does not fall under the definition of a "Large Corporate" as prescribed in the aforementioned SEBI circular. As such, the requirement to file the annual disclosure in the prescribed format is not applicable to the Company.

2. Certain compliances under the SEBI (LODR) Regulations, 2015 were filed after the due date and certain instances of non-compliance were subsequently regularized through payment of applicable penalties and/or fines, wherever levied by the Stock Exchange.

Reply:

The Company has noted the observation with respect to certain instances of delayed compliance under the applicable provisions of the SEBI LODR Regulations. The said instances were subsequently addressed/regularized, including by payment of applicable penalties and/or fines levied by the Stock Exchange, wherever applicable.

The Company has taken appropriate steps to strengthen its compliance framework and monitoring mechanisms to ensure timely adherence to applicable statutory and regulatory requirements. The Company continues to review and enhance its internal processes with a view to avoiding recurrence of such instances.

INTERNAL AUDITOR

The Board of directors has appointed M/s. Sorab S Engineers & Co., (FRN: 110417W), Ahmedabad, as the internal auditor of the Company. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

MAINTENANCE OF COST RECORDS

The provisions relating to maintenance of cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the Company. Accordingly, the Company is not required to maintain such cost records and the provisions relating to Cost Audit under the said Act are also not applicable to the Company.

DIRECTOR'S REPORT

21. PARTICULARS OF EMPLOYEES

The information as required under the provisions of Section 197 of the Act, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 is annexed to this Board's Report as Annexure – VI.

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the Employees of the Company has received remuneration above the limits specified in the Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the financial year under review.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All Related Party Transactions entered into during the Financial Year 2025-26 were in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All such transactions were placed before the Audit Committee for prior approval and were reviewed by the Committee from time to time, wherever applicable.

The particulars of material contracts or arrangements with related parties as required under Section 134(3)(h) read with Section 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are set out in Form AOC-2, which forms part of this Board's Report as Annexure - I.

Details of all other Related Party Transactions, including those disclosed pursuant to the applicable Accounting Standards, are provided in the Notes forming part of the Financial Statements.

23. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook as per Annexure - II.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the provisions of Section 135 of the Companies Act, 2013 were applicable to the Company. Accordingly, the Company was required to spend the prescribed amount towards Corporate Social Responsibility (CSR) activities in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

The Report on the Corporate Social Responsibility (CSR) activities is forming part of this Directors Report as Annexure V.

25. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT

Company had allotted 1,23,100 fully paid-up Equity Shares pursuant to Conversion of Warrants (out of a total 6,76,900 Convertible Warrants), at a price of Rs. 975.00/- each (face value - Rs. 10.00/- and premium - Rs. 965.00/-) on a preferential basis to the allottee on 7th August, 2026.

26. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation.

DIRECTOR'S REPORT

27. PARTICULARS OF LOANS, GUARANTEES, SECURITIES COVERED OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, investment, guarantees and securities covered under the provisions of section 186 of the Companies Act, 2013 are provided in the financial statement.

28. LISTING

The Equity Shares of your Company are listed and actively traded on the SME Emerge Platform of National Stock Exchange of India Limited ('NSE'). The Company had paid annual listing fees to the stock exchange for the Financial Year 2026-27 within the stipulated time.

29. INSURANCE

All Insurable interests of the Company including Buildings, Plant & Machinery, Furniture & Fixtures, Inventories and other insurable interests are adequately insured.

30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statement across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the financial year, such controls were tested and no reportable material weaknesses in the design or operations were observed. The Statutory Auditors of the Company also test the effectiveness of Internal Financial Controls in accordance with the requisite standards prescribed by ICAI. Their expressed opinion forms part of the Independent Auditor's report.

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

During the year, no reportable material weakness was observed.

31. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF THE RISK MANAGEMENT POLICY OF THE COMPANY

The Company has framed formal Risk Management framework for risk assessment and risk minimization for Indian operation which is periodically reviewed by the Board of Directors to ensure smooth operations and effective management control. The Audit Committee also reviews the adequacy of the risk management frame work of the Company, the key risks associated with the business and measures and steps in place to minimize the same.

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

The details of conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, is as below.

A. Conservation of Energy

1. The steps taken or impact on conservation of energy

The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.

2. The steps taken by the company for utilizing alternate sources of energy

Company has not taken any step for utilizing alternate sources of energy.

3. The capital investment on energy conservation equipments

Company has not made any capital investment on energy conservation equipments.

DIRECTOR'S REPORT

B. Technology Absorption

Company has not imported any technology and hence there is nothing to be reported here.

C. Foreign Exchange Earning and Outgo

Sr.No.	Foreign exchange earnings and outgo	F.Y. 2025-26	F.Y. 2024-25
1	Foreign exchange earnings	3881.23	7,018.11
2	CIF value of imports	0.61	3.99
3	Expenditure in foreign currency	NIL	101.12
4	Value of Imported and indigenous Raw Materials, Spare-parts and Components Consumption	NIL	NIL

33. SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

34. STATE OF COMPANY'S AFFAIRS

Management Discussion and Analysis Report for the year under review, as stipulated in Regulation 34(2)(e) of SEBI Listing Regulations is given as a separate part of the Annual Report. It contains a detailed write up and explanation about the performance of the Company.

35. LOAN FROM DIRECTOR / RELATIVE OF DIRECTOR

During the year under review, the Company has received unsecured loans from Directors and/or their relatives, wherever applicable, in compliance with the provisions of the Companies Act, 2013. The details of such loans are disclosed in the notes forming part of the Financial Statements.

36. CORPORATE GOVERNANCE

Since the Company has listed its specified securities on the SME Exchange therefore by virtue of Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V are not applicable to the Company. Hence, Corporate Governance does not form part of this Board's Report.

37. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as confirmed by the Internal Complaints Committee as constituted by the Company.

The following no. of complaints was received under the POSH Act and the rules framed thereunder during the year:

DIRECTOR'S REPORT

- a. Number of complaints filed during the financial year – NIL
- b. Number of complaints filed during the financial year – NIL
- c. Number of complaints pending as on end of the financial year – NIL

38. INDUSTRIAL RELATIONS

The Directors are pleased to report that the relations between the employees and the management continued to remain cordial during the year under review.

39. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code 2016.

40. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE AVAILING LOAN FROM THE BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

41. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place a Policy against Sexual Harassment at workplace in line with the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committees have been set up to redress complaints received regarding sexual harassment. The Company has not received any complaints during the year under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

42. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961.

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

During the year under review, no women employees availed maternity leave. The Company also provides flexible working arrangements and nursing breaks to support employees in balancing work and family responsibilities.

43. WEBSITE

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company is maintaining a functional website "www.kodytechnolab.com" containing information about the Company. The website of the Company is containing information like Policies, Shareholding Pattern, Financial and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

DIRECTOR'S REPORT

44. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

Registered Office:

2nd Floor ,Block-J, Safal Mondeal Retail Park,
Nr. Iscon Mall , Nr Rajpathclub,
S.G Highway, Bodakdev Ahmadabad -380054

Place: Ahmedabad

Date: September 07, 2026

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

Manav Patel

Managing Director

DIN: 07409757

Manali Patel

Wholetime Director

DIN: 07792457

"Annexure – I" to Board's Report

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

All contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are at arms' length basis.

2. Details of material contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board, if any	Amount paid as advances, if any
Kody Media Private Limited	Subsidiary Company	Sale of goods or services	April 01, 2025 to March 31, 2026	Rs. 773.45 Lakhs	As per note below	As per note below
Falcon Tech Robotics LLC	Joint Venture Company	Sale of goods or services	April 01, 2025 to March 31, 2026	Rs. 1335.99 Lakhs	As per note below	As per note below

Note: Appropriate approvals have been taken for related party transactions wherever necessary.

Registered Office:

2nd Floor ,Block-J, Safal Mondeal Retail Park,
Nr. Iscon Mall , Nr Rajpathclub,
S.G Highway, Bodakdev Ahmadabad -380054

By the order of the Board,
Kody Technolab Limited

Place: Ahmedabad

Date: September 07, 2026

Manav Patel
Managing Director
DIN: 07409757

Manali Patel
Wholetime Director
DIN: 07792457

Annexure 'II' to Board's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Global Economy and Outlook

The global economy demonstrated resilience during the year despite persistent geopolitical uncertainties, evolving trade dynamics, and inflationary pressures across major economies. As inflation moderated in several regions and monetary policies gradually stabilized, investments in digital transformation, artificial intelligence (AI), automation, and robotics continued to gain momentum.

The increasing adoption of AI-driven automation, machine learning, cloud computing, and intelligent robotics is transforming industries worldwide. Organizations across manufacturing, logistics, healthcare, hospitality, retail, transportation, and public infrastructure are accelerating investments in smart technologies to enhance productivity, optimize operational efficiency, improve customer engagement, and address workforce challenges.

The convergence of robotics, AI, IoT, cloud platforms, and data analytics is creating new business opportunities and enabling enterprises to deploy integrated intelligent automation solutions. The long-term outlook for the global robotics and AI industry remains positive, supported by technological innovation, increasing enterprise adoption, and growing demand for autonomous and connected systems.

2. Indian Economy and Outlook

India continues to remain one of the fastest-growing major economies, supported by strong domestic consumption, public infrastructure investment, digital transformation initiatives, and a favourable demographic profile. Government initiatives such as Make in India, Digital India, Startup India, Smart Cities Mission, and Production Linked Incentive (PLI) schemes continue to promote innovation, manufacturing, and adoption of advanced technologies.

The increasing digitalization of businesses, growing focus on Industry 4.0, expansion of smart infrastructure, and rising investments in automation are driving demand for robotics and AI-enabled solutions across manufacturing, retail, logistics, hospitality, healthcare, public safety, and urban infrastructure.

India's strong technology ecosystem, skilled workforce, expanding startup landscape, and supportive policy environment are expected to continue creating significant opportunities for companies operating in robotics, artificial intelligence, automation, and intelligent platform solutions.

3. Industry structure and development

The global robotics industry is entering a sustained growth phase, supported by rising enterprise demand for automation, AI integration, and connected platform capabilities. According to BCC Research, the global robotics market is expected to expand from approximately USD 78.4 billion in 2024 to USD 165.2 billion by 2029, reflecting a CAGR of 16.1%. Broader market estimates project growth from USD 48.2 billion in 2024 to USD 233.7 billion by 2034, at a CAGR of 17.1%. Within this, the service robotics segment is projected to increase from USD 54.5 billion in 2024 to USD 212.8 billion by 2034, growing at a 15% CAGR, driven by adoption across logistics, hospitality, public safety, and healthcare. The global industrial robotics market is also expanding steadily, expected to reach USD 60.56 billion by 2030 from USD 33.96 billion in 2024 (CAGR 9.9%).

India is emerging as one of the fastest-growing robotics markets in the Asia-Pacific region. The domestic robotics industry, valued at USD 1.70 billion in 2024, is projected to reach USD 6.81 billion by 2033, registering a CAGR of 16.4%. The Indian industrial robotics segment alone is forecast to grow from USD 1.39 billion in 2023 to USD 3.45 billion by 2030 (CAGR 13.8%), with alternate estimates placing it at USD 8.26 billion by 2030 (CAGR 15%). In 2023, India recorded 8,510 industrial robot installations, up 59% year-on-year, ranking 7th globally. The country's operational stock of industrial robots has nearly doubled since 2018, reaching 44,958 units, reflecting an average annual growth rate of 14%.

For Kody Technolab, these market dynamics represent a multi-dimensional opportunity. Our positioning at the intersection of robotics, AI platforms, and AdTech enables participation in diverse growth areas — from autonomous customer engagement in retail and hospitality to AI-enabled surveillance for public safety and logistics automation in industrial hubs. The convergence of hardware innovation,

Annexure 'II' to Board's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

AI intelligence, and platform monetization is reshaping the industry, with enterprises increasingly seeking partners who can deliver full-stack intelligent systems that are adaptable, scalable, and revenue-generating.

Looking ahead, the integration of AI into robotics will remain the defining trend, as organisations seek intelligent, connected, and monetizable automation solutions. Supported by strong market growth projections both globally and domestically, Kody Technolab is strategically positioned to capture value in this next phase of the automation economy.

4. Opportunities and Threats

Opportunities

The Company believes that the following factors provide significant growth opportunities

- Growing adoption of Artificial Intelligence and robotics across industries.
- Increasing demand for automation to improve productivity and operational efficiency.
- Expansion of smart city initiatives and digital public infrastructure.
- Rising acceptance of autonomous service robots across commercial establishments.
- Increasing enterprise investments in AI-enabled customer engagement solutions.
- Government initiatives supporting indigenous technology development and innovation.
- Growing demand for integrated hardware, software, and AI platform solutions.

Threats

The Company operates in a rapidly evolving technology landscape and is exposed to various business risks, including

- Rapid technological changes requiring continuous innovation.
- Increasing competition from domestic and global technology companies.
- Economic slowdown affecting customer capital expenditure.

- Cybersecurity and data privacy risks.
- Supply chain disruptions impacting procurement of electronic components.
- Regulatory changes affecting technology adoption and compliance.
- Availability and retention of skilled technical professionals.

The Company continuously evaluates these risks and implements appropriate mitigation strategies through effective enterprise risk management practices.

5. Segment-wise or product-wise performance

During the year, the Company continued to operate in a single business segment, namely AI Robotics and related technology solutions. Accordingly, segment-wise reporting is not applicable.

6. Future Outlook

The Company remains optimistic about its long-term growth prospects considering the increasing adoption of artificial intelligence, robotics, automation, and intelligent digital solutions across various industries.

The Company's strategy continues to focus on innovation, development of advanced technology solutions, expansion of customer relationships, strengthening of strategic partnerships, and enhancement of operational capabilities. With increasing acceptance of AI-enabled automation and intelligent robotic solutions, the Company believes it is well positioned to capitalize on emerging opportunities in domestic and international markets.

The Company will continue to invest in research and development, technology enhancement, product innovation, and operational excellence to create sustainable value for all stakeholders.

Annexure 'II' to Board's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

7. Risks and concerns

The Company continually monitors risks that may affect its business operations. The major risks include:

- Global and domestic economic uncertainties.
- Demand fluctuations and customer spending patterns.
- Technology obsolescence and rapid innovation cycles.
- Cybersecurity, information security, and data privacy risks.
- Talent acquisition and employee retention.
- Regulatory and statutory compliance risks.
- Supply chain and procurement risks.
- Competition and pricing pressures.

The Company has established appropriate risk management practices to identify, monitor, and mitigate these risks.

8. Internal control systems and their adequacy

The Company has established an adequate system of internal controls commensurate with the nature, size, and complexity of its business operations. These internal control systems are designed to ensure efficient conduct of business, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, compliance with applicable laws and regulations, and timely preparation of reliable financial information.

The Company periodically reviews the effectiveness of its internal control framework through internal audits and management reviews and takes corrective actions wherever necessary to further strengthen its control environment.

9. Internal control systems and their adequacy

The financial performance of the Company for the Financial Year 2025-26 has been discussed in detail in the Board's Report forming part of this Annual Report.

10. Key Financial Ratios

Sr no.	Ratios	Particulars	2025-26	2024-25	Particulars	2025-26	2024-25	2025-26	2024-25	Diff.
1	Current Ratio	Current Assets	1,22,70,68,982	48,80,15,922	Current Liabilities	269093944.8	325802501.7	4.56	1.50	204%
2	Debt-Equity Ratio	Total Debt	73493811.59	121246656.5	Total Shareholder Equity	142934600	127475600	0.51	0.95	46%
3	Return on Equity (ROE) Ratio	Net Profit After Tax (PAT)	21,85,99,817	17,62,23,713	Average Shareholder Equity	135205100	127475600	1.62	1.38	-17%
4	Inventory Turnover Ratio	Cost of Goods Sold	32,62,38,489	25,52,48,078	Average Inventory	51213808.5	34652478.15	6.37	7.37	14%

Annexure 'II' to Board's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

10. Key Financial Ratios

Sr no.	Ratios	Particulars	2025-26	2024-25	Particulars	2025-26	2024-25	2025-26	2024-25	Diff.
5	Trade Receivables Turnover Ratio	Revenue from Operations	84,01,17,115	71,77,18,172	Average Trade Receivables	397522571.2	347839398.8	2.11	2.06	-2%
6	Trade Payables Turnover Ratio	Total Operating Expenses	29,37,80,770	31,92,81,070	Average Trade Payables	99534845.23	99754211.4	2.95	3.20	8%
7	Net Capital Turnover Ratio	Revenue from Operations	84,01,17,115	71,77,18,172	Working Capital (CA - CL)	957975037.7	162213420.8	0.88	4.42	80%
8	Net Profit Ratio	Net Profit After Tax (PAT)	21,85,99,817	17,62,23,713	Revenue from Operations	840117115	717718171.7	0.26	0.25	-6%
9	Return on Capital Employed (ROCE)	Earnings Before Interest & Tax (EBIT)	31,56,20,522	24,76,90,254	Average Capital Employed	2144621969	791607503.8	0.15	0.31	53%
10	Debt Service Coverage ratio	Net operating income	30,77,68,731	24,03,20,582	Total debt service	77427698.79	130600459.2	3.97	1.84	-116%

Reason for Variance:

- The variance in the Current Ratio is primarily due to significant advances paid to vendors for securing and executing robot orders, along with advances paid towards capital expenditure. These advances have impacted the composition of current assets and liabilities, resulting in the variation in the Current Ratio.
- The variance in the Debt-Equity Ratio is primarily attributable to the repayment of Export Packing Credit (EPC) facilities during the current year. The EPC facilities outstanding during FY 2024-25 were substantially repaid during the current year, resulting in a reduction in borrowings and consequently affecting the ratio.
- The variance in the Current Ratio is primarily due to significant advances paid to vendors for securing and executing robot orders, along with advances paid towards capital expenditure. These advances have impacted the composition of current assets and liabilities, resulting in the variation in the Current Ratio.
- The variance in the relevant ratio is primarily due to the conversion of warrants into equity shares during the current year. Further, the Company completed a preferential allotment of equity shares in January 2026, resulting in an increase in the Company's equity base and consequently impacting the Capital employed ratios.
- The variance in the Debt-service coverage Ratio is primarily attributable to the repayment of Export Packing Credit (EPC) facilities during the current year. The EPC facilities outstanding during FY 2024-25 were substantially repaid during the current year, resulting in a reduction in borrowings and consequently affecting the ratio.

Annexure ‘II’ to Board’s Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

11. Material developments in Human Resources / Industrial Relations front including number of people employed

India continues to remain one of the fastest-growing major economies, supported by strong domestic consumption, public infrastructure investment, digital transformation initiatives, and a favourable demographic profile. Government initiatives such as Make in India, Digital India, Startup India, Smart Cities Mission, and Production Linked Incentive (PLI) schemes continue to promote innovation, manufacturing, and adoption of advanced technologies.

The increasing digitalization of businesses, growing focus on Industry 4.0, expansion of smart infrastructure, and rising investments in automation are driving demand for robotics and AI-enabled solutions across manufacturing, retail, logistics, hospitality, healthcare, public safety, and urban infrastructure.

12. Material developments in Human Resources / Industrial Relations front including number of people employed

Statements made in the Management Discussion and Analysis describing the various parts may be “forward looking statement” within the meaning of applicable securities laws and regulations. The actual results may differ from those expectations depending upon the economic conditions, changes in Govt. Regulations and amendments in tax laws and other internal and external factors.

Note: Appropriate approvals have been taken for related party transactions wherever necessary.

Registered Office: 2nd Floor ,Block-J, Safal Mondeal Retail Park, Nr. Iscon Mall , Nr Rajpathclub, S.G Highway, Bodakdev Ahmadabad -380054	By the order of the Board, Kody Technolab Limited		
Place: Ahmedabad Date: September 07, 2026	<table><tbody><tr><td>Manav Patel Managing Director DIN: 07409757</td><td>MANALI PATEL Wholetime Director DIN: 07792457</td></tr></tbody></table>	Manav Patel Managing Director DIN: 07409757	MANALI PATEL Wholetime Director DIN: 07792457
Manav Patel Managing Director DIN: 07409757	MANALI PATEL Wholetime Director DIN: 07792457		

Annexure 'III' to Board's Report

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary is presented with amount Rs. in Lakhs)

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr.No.	Particulars of the information	Details of Subsidiary	
1	Name of the subsidiary	Kody Media Private Limited	Kody Middle East Holding LLC
2	CIN of the Company / Legal Registration Number	U73100GJ2025PTC15	U73100GJ2025PTC157788
3	The date since when subsidiary was acquired	January 10, 2025	July 23, 2024
4	Provisions pursuant to which the Company has become a subsidiary (Section 2(87)(i)/Section 2(87)(ii)	Section 2(87)(ii) of the Companies Act, 2013	Section 2(87)(ii) of the Companies Act, 2013
5	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.
6	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	United Arab Emirates Dirham (AED) 1 INR = 0.0393 AED
7	Share capital	1,16,680/-	25,94,000/-
8	Reserves & surplus	14,12,59,670/-	19,59,122/-
9	Total assets	15,26,86,487/-	21,04,95,917/-
10	Total Liabilities (excluding share capital and reserves and surplus)	1,13,09,907/-	20,59,42,795/-
11	Investments	NIL	NIL
12	Turnover	2,82,47,500/-	NIL
13	Profit/Loss before taxation	(57,45,630/-)	19,59,122/-
14	Provision for taxation	4,28,990/-	NIL
15	Profit/Loss after taxation	(61,74,620/-)	19,59,122/-
16	Proposed Dividend	NIL	NIL
17	% of shareholding	85.70%	75.00%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – NIL
- Names of subsidiaries which have been liquidated or sold during the year. : NIL

Annexure 'III' to Board's Report

Form AOC-1

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

1	Name of Associates or Joint Ventures	M/s. Falcon Tech Robotics LLC
2	Date on which the Associate or Joint Venture was associated or acquired	January 10, 2025
	No. of Shares	N.A.
	Amount of Investment in Associates or Joint Venture	Rs. 9,71,200/-
	Extent of Holding (in percentage)	40.00%
3	Description of how there is significant influence	Kody Technolab Limited holds 40% of the share capital of Falcon Tech Robotics LLC, accordingly, exercises significant influence over the investee Company.
4	Reason why the associate/ joint venture is not consolidated	Not Applicable
5	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
6	Profit or Loss for the year	NIL
	i. Considered in Consolidation	(1,40,63,960/-)
	ii. Not Considered in Consolidation	(2,10,95,938.50/-)

1. Names of associates or joint ventures which are yet to commence operations: NA

2. Names of associates or joint ventures which have been liquidated or sold during the year: NA

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Highway, Bodakdev Ahmadabad - 380054

By the order of the Board,
Kody Technolab Limited

DATE: September 07, 2026

PLACE: AHMEDABAD

Manav Patel
Managing Director
DIN: 07409757

Manali Patel
Wholetime Director
DIN: 07792457

Annexure 'IV' to Board's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT OF KODY TECHNO LAB LIMITED FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kody Technolab Limited
CIN: L72900GJ2017PLC097244

Registered Office Address:

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kody Technolab Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(Not applicable to the Company during the audit period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
(Not applicable to the Company during the audit period)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

Annexure 'IV' to Board's Report

Form No. MR-3

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
(Not applicable to the Company during the audit period) and

h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
(Not applicable to the Company during the audit period)

6. Other laws applicable specifically to the Company namely:

- a. Factories Act, 1948;
- b. Acts prescribed under prevention and control of pollution;
- c. Acts prescribed under Environmental protection.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
2. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above except

1. Compliance of SEBI Circular No: SEBI / HO / DDHS / DDHS - RACPOD1 / P / CIR / 2023 / 172 dated October 19, 2023 i.e. Non filing of Annual Disclosures of Non-applicability of Large Corporate for FY 2024-25.
2. Certain compliances under the SEBI (LODR) Regulations, 2015 were filed after the due date and certain instances of non-compliance were subsequently regularized through payment of applicable penalties and/or fines, wherever levied by the Stock Exchange.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, decisions at the Board Meetings were taken unanimously.

We further report that:

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, guidelines, etc.

We further report that:

Annexure 'IV' to Board's Report

Form No. MR-3

During the audit period the following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- a. Company have acquired 100000 Compulsorily Convertible Preference Shares ("CCPS") on a preferential basis of M/s. World EMS Private Limited on March 17, 2025 at a price of Rs. 400/- per share.
- b. Company have acquired 206250 Compulsorily Convertible Preference Shares ("CCPS") on a preferential basis of M/s. World EMS Private Limited on March 29, 2025 at a price of Rs. 400/- per share.
- c. M/s. Kody Media Private Limited, a wholly owned subsidiary of M/s. Kody Technolab Limited has entered into a commercial agreement on April 17, 2025 with S&O Investments, a Partnership Firm.
- d. M/s. Kody Media Private Limited, a wholly owned subsidiary of M/s. Kody Technolab Limited has entered into a Memorandum of Understanding (MOU) on April 17, 2025 with M/s. SK Robotics LLP.
- e. Appointment M/s. Jitendra Parmar & Associates, Practising Company Secretaries, Ahmedabad (FRN: S2023GJ903900) as Secretarial Auditor of the Company for the Financial Year 2024-25 on May 30, 2025.
- f. Appointment of M/s. Sorab S Engineers & Co., (FRN: 110417W), Ahmedabad as Internal Auditor for Financial Year 2025-26 on May 30, 2025.
- g. Appointment of Ms. Preeti Tolani as Company Secretary and Compliance Officer of the Company w.e.f. May 30, 2025.
- h. Resignation of Ms. Sanchita Ojha from the Post of Company Secretary and Compliance Officer of the Company w.e.f. June 02, 2025.
- i. Kody Media Private Limited has raised an aggregate amount of ₹1,129.75/- Lakhs through a preferential allotment of equity shares of 1278 equity shares on a cash basis and 107 equity shares for consideration other than cash having a face value of ₹10/- each at an issue price of ₹88,400/- per share, which includes a securities premium of ₹88,390/- per share. Consequent to the said allotment, w.e.f. June 06, 2025, Kody Media Private Limited has become a subsidiary of the Company.
- j. The Company has secured a prestigious order valued at approximately ₹25.53 Crores (INR Twenty-Five Crores Fifty-Three Lakhs) from Falcon Tech Robotics LLC, a leading robotics solutions provider in the UAE on July 24, 2026.
- k. The Company has convened an 8th Annual General Meeting on **September 10, 2025**, wherein an Ordinary Resolution was passed for
 - To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on 31st March, 2025 together with and Statement of Profit and Loss together with the notes forming part thereof along with Cash Flow Statement for the financial year ended on that date, and the Reports of the Board of Directors ("The Board") and the Auditors thereon.
 - To appoint Mr. Manav Patel (DIN: 07409757), who retires by rotation and being eligible, offers himself for re-appointment.
 - To approve material related party transactions with Kody Media Private Limited.
 - To approve material related party transactions with Falcon Tech Robotics LLC.
- l. Resignation of Mr. Niraj Bharat Sanghvi from the Post of Chief Financial officer of the Company with effect from October 06, 2025.
- m. Resignation of Mr. Neeraj Kumar Srivastava from the post of Non-Executive Director of the Company with effect from October 07, 2025.
- n. Company have acquired 168750 Compulsorily Convertible Preference Shares ("CCPS") on a preferential basis of M/s. World EMS Private Limited on October 30, 2025 at a price of Rs. 400/- per share.
- o. Resignation of Ms. Preeti Tolani as Company Secretary & Compliance Officer of the company w.e.f. December 10, 2025.
- p. Appointment of Mr. Akshay Shah as Chief Financial Officer of the Company w.e.f. January 05, 2026.

Annexure 'IV' to Board's Report

Form No. MR-3

- q. The Company has convened an Extra-Ordinary General Meeting on January 09, 2026, wherein an Ordinary Resolution was passed for
- Increase in Authorised Share Capital and alteration of the capital clause in the Memorandum of Association of the Company. and Special Resolution was Passed for-
 - Issuance of Equity Shares to entity(ies) belonging to "Non-Promoter Category" on a preferential basis.
 - Issue of Warrants, convertible into Equity Shares to person(s) and/or entity(ies) belonging to "Non-Promoter Category" on a preferential basis.
- r. Company have acquired 25000 Compulsorily Convertible Preference Shares ("CCPS") on a preferential basis of M/s. World EMS Private Limited on January 28, 2026 at a price of Rs. 400/- per share.
- s. Company have allotted 2000 Equity shares pursuant to conversion of warrants on a Preferential basis on January 30, 2026.
- t. Company received In-principle approval from National Stock Exchange of India Limited (NSE) for issuance of 359000 Equity Shares vide Ref: NSE/LIST/52607 and 676900 Convertible Warrants vide Ref: NSE/LIST/52606 through Preferential Allotment, vide letters dated February 05, 2026.
- u. Company have allotted 153900 Equity shares and 676900 Convertible Warrants for cash consideration to the person(s)/ entity(ies) belonging to 'Non-Promoter category' on a preferential basis in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 on February 19, 2026.
- v. Company have allotted 694000 Equity shares pursuant to conversion of warrants on a Preferential basis on February 21, 2026.

For,

M/s Jitendra Parmar and Associates

Practicing Company Secretaries

Parmar Jitendra Pradipbhai (Proprietor)

FRN No.: S2023GJ903900

COP No.: 15863

Membership No: F11336

Peer Review Number: 3523/2023

UDIN: F011336H001350168

Place: Ahmedabad

Date: September 02, 2026

Note:

This report is to be read with our letter of even date which is annexed as Annexure - A and forms an integral part of this report.

Annexure 'IV' to Board's Report

Form No. MR-3

To,
The Members,
Kody Technolab Limited
CIN: L72900GJ2017PLC097244

Registered Office Address:

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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For,
M/s Jitendra Parmar and Associates
Practicing Company Secretaries
Parmar Jitendra Pradipbhai (Proprietor)
FRN No.: S2023GJ903900
COP No.: 15863
Membership No: F11336
Peer Review Number: 3523/2023
UDIN: F011336H001350168

Place: Ahmedabad
Date: September 02, 2026

Annexure 'V' to Board's Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FORMING PART OF THE DIRECTORS REPORT FOR THE F.Y 2025-26

(Amount in Lakhs unless otherwise stated)

1. Brief outline on CSR Policy of the Company.

The Company has its CSR Policy within broad scope laid down in Schedule VII to the Act, as projects / programs / activities, excluding activities in its normal course of business. The Company has always been forthcoming to extend their support for numerous social causes and most of the time has gone one step ahead by contributing more than requirement set out under CSR regulations. The present CSR policy is duly approved by the Board of Directors and is amended from time to time in compliance of the amendments made in its governing provisions, if any. The CSR Policy of the Company is displayed on the Website of the Company as required.

2. Composition of CSR Committee:

Sr.No.	NAME OF MEMBERS	DESIGNATION
1	Mr. Harshil Vikrambhai Gajjar (Non-Executive & Independent Director)	Chairman
2	Mr. Pramod Abhimanyu Vasave (Non-Executive & Independent Director)	Member
3	Mrs. Manali Krunal Patel (Whole-time director)	Member

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.: www.kodytechnolab.com

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: Not applicable for the year under review.

5. (a) Average net profit of the Company as per Section 135(5): Rs. 1,155.32 Lakhs

(b) Two percent of average net profit of the company as per section 135(5): Rs. 23.11 Lakhs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(d) Amount required to be set off for the financial year, if any: Rs. 2.45 Lakhs

(e) Total obligation for the financial year [(b)+(c)-(d)] : Rs. 20.66 Lakhs

Annexure 'V' to Board's Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FORMING PART OF THE DIRECTORS REPORT FOR THE F.Y 2025-26

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).
Details of CSR amount spent against ongoing projects for the financial year 2025-26

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No	Location of the project.		Project duration	Amount allocated for the project (Amount in Lakhs)	Amount spent in the current financial Year (₹ in Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Lakhs).	Mode of Implementation – Direct (Yes/No).	Mode of Implementation – Through Implementing Agency		
				State	District						Name	CSR Registration number.	
N/A													

Details of CSR amount spent against other than ongoing projects for the financial year 2025-26:

Sr. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount allocated for the project (Amount in Lakhs)	Amount allocated for the project (Amount in Lakhs)	Mode of Implementation – Direct (Yes/ No).	Mode of Implementation – Through Implementing Agency	
				State	District				Na me	CSR Registration number.
1	Health Care	Item No. 1: promoting health care including preventive health care	Yes	Gujarat	Gift City, Gandhinagar	Rs. 10.50 Lakhs	Rs. 10.50 Lakhs	N	Lila vati Fou nda tion	CSR000 22421
2	Health Care	Item No. 1: promoting health care including preventive health care	Yes	Gujarat	Gift City, Gandhinagar	Rs. 12.61 Lakhs	Rs. 12.61 Lakhs	N	Jivan Jyot Foun dat ion	CSR000 06563

- (b) Amount spent in Administrative Overheads: Nil
(c) Amount spent on Impact Assessment, if applicable: Nil
(d) Total amount spent for the Financial Year (a+b+c): N.A.

Annexure 'V' to Board's Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FORMING PART OF THE DIRECTORS REPORT FOR THE F.Y 2025-26

(e) CSR amount spent or unspent for the financial year 2025-26:

Total Amount Spent for the Financial Year. (in Rs. Lakhs)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
	Not Applicable				

(f) Excess amount for set-off, if any

Sr.No.	Particular	₹ in Lakhs
i	Two percent of average net profit of the company as per section 135(5)	23.11
ii	Total amount spent for the financial year	23.11
iii	Excess amount spent for the financial year [(ii)-(i)]	2.45
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	2.45

Annexure ‘V’ to Board’s Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FORMING PART OF THE DIRECTORS REPORT FOR THE F.Y 2025-26

7. Details of Unspent CSR amount for the preceding three financial years

1	2	3	4	5	6	7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Lakhs)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Lakhs)	Amount spent in the reporting Financial Year (in Lakhs)	Amount transferred to any fund specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding financial year (in Lakhs)	Deficiency, if any
1	FY-1	NA	NA	NA	NA	NA	NA
2	FY-1	NA	NA	NA	NA	NA	NA
3	FY-1	NA	NA	NA	NA	NA	NA
	Total	-	-	-	-	-	-

Annexure 'V' to Board's Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FORMING PART OF THE DIRECTORS REPORT FOR THE F.Y 2025-26

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes ☒ No

If yes, enter the number of Capital assets created/ acquired
Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
NA							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) - N.A.

Registered Office:

2nd Floor ,Block-J, Safal Mondeal Retail Park,
Nr. Iscon Mall , Nr Rajpathclub,
S.G Highway, Bodakdev Ahmadabad -380054

Place: Ahmedabad
Date: September 07, 2026

By the order of the Board,
Kody Technolab Limited

Manav Patel
Managing Director
DIN: 07409757

MANALI PATEL
Wholetime Director
DIN: 07792457

Annexure 'VI' to Board's Report

DISCLOSURE UNDER THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Statement of Particulars of remuneration as per Rule 5(1):

Sr.No.	DESCRIPTION			NOTE NO.
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Manav Patel, MD Manali Patel, WTD Pooja Patel, Director	1:41.05 1:0.81 1:4.72	1
2	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Manav Patel, MD Manali Patel, WTD Pooja Patel, Director Chief Financial Officer Company Secretary	NIL NIL NIL NA NA	
3	The percentage increase in the median remuneration of employees in the financial year.	-	-22.05 %	The decrease in median employee remuneration is primarily attributable to the increase in the number of employees during the financial year.
4	The number of permanent employees on the rolls of company.	-	156	Excludes interns
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial	Average increase of salary of employees other than the managerial persons Managerial Remuneration	30.77 % NIL	
6	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes, Remuneration is as per the remuneration policy of the company.		

Note: 1. The remuneration package of the Manav Patel, MD, Manali Patel, WTD, Pooja Patel, Director, was approved by the Board of Directors and was also approved by the Members of the Company.

By the order of the Board, Kody Technolab Limited

Place: Ahmedabad

Date: September 07, 2026

Manav Patel
Managing Director
DIN: 07409757

Manali Patel
Whole-Time Director
DIN: 07792457

Declaration

REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

(Pursuant to Regulation 34(3) read with Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

This is to certify that the Company has laid down and adopted a Code of Conduct for the Board of Directors and Senior Management Personnels of the Company in accordance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations").

I, Manav Patel, Managing Director of the Company, further certify that the Company has received affirmations from all the Members of the Board and Senior Management regarding their compliance with the Code of Conduct for the Financial Year ended on March 31, 2026, in accordance with Regulation 26(3) of the SEBI (LODR) Regulations, 2015.

Accordingly, pursuant to Regulation 34(3) read with Schedule V (D) of the SEBI (LODR) Regulations, 2015, it is hereby declared that the Members of the Board and Senior Management of the Company have affirmed their compliance with the Code of Conduct of the Board of Directors and Senior Management Personnels for the Financial Year ended on March 31, 2026.

Registered Office:

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S.G Highway, Bodakdev Ahmadabad -380054

By the order of the Board,
Kody Technolab Limited

Place: Ahmedabad

Date: September 07, 2026

Manav Patel
Managing Director
DIN: 07409757

Manali Patel
Wholetime Director
DIN: 07792457

Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") Compliance Certificate

REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

(Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We, Mr. Sanjaykumar Kidecha – Chief Executive Officer and Mr. Akshay Shah – Chief Financial Officer of Kody Technolab Limited ("the Company"), to the best of our knowledge and belief, certify that:

- A. We have reviewed the Financial Statements (Standalone and Consolidated) and the Cash Flow Statements (Standalone and Consolidated) for the Financial Year (April 01, 2025 to March 31, 2026) and to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year i.e. April 01, 2025 to March 31, 2026, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that there are no:
1. Significant changes in internal control over financial reporting during the year i.e. April 01, 2025 to March 31, 2026;
 2. Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and
 3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Registered Office:

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Nr. Iscon Mall , Nr Rajpathclub,
S.G Highway, Bodakdev Ahmadabad -380054

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

Place: Ahmedabad

Date: September 07, 2026

Sanjaykumar Kidecha
Chief Executive Officer

Akshay Shah
Chief Financial Officer

Independent Auditor's Report

To the Members of
KODY TECHNOLAB LIMITED.

Report on the Audit of the Financial Statements

Opinion

We have audited the standalone financial statements of Kody Technolab Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2026, and the standalone statement of profit and loss, standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Independent Auditor's Report

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- c. Evaluate the appropriateness of accounting policies used & the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- e. Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- i. Planning the scope of our audit work and in evaluating the results of our work; and
- ii. to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

2A. As required by Section 143(3) of the Act, we report that

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

Independent Auditor's Report

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

2B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (a) The Company does not have any pending litigations which would impact its financial position.
- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) (i). The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii). The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii). Based on such audit procedures which we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- (e) The company has not declared or paid any dividend during the year is in accordance with section 123 of the Companies Act 2013", Hence clause not applicable.

Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail facility and the audit trail feature has been operating throughout the year for all relevant transactions recorded in the software.

- (f) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2026.

KHANDHAR & ASSOCIATES
(Chartered Accountants)
FRN.: 118940W

CA. VIPUL B. KHANDHAR
(Partner)
Membership No.105986
UDIN: 26105986PTINNR4209
Date: 06/05/2026

Annexure A

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Kody Technolab Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

On the basis of the information and explanation given to us during the course of our audit, we report that:

(i). In respect of the Company's Property, Plant and Equipment and Intangible Assets:

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

(B). The Company has maintained proper records showing full particulars of intangible assets.

(a.) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification except during the year fire has been occurred at gift city premises, furniture & fixture has been damaged, but it has been not material impact on reason being reconditionable as per management & not affect going concern business.

(b.) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has capitalized the software under development phase.

(c.) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment or Intangible assets or both during the year.

(d.) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii). In respect of the Company's Inventories:

(a.) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification is appropriate, and no

material discrepancies were noticed on verification between the physical stocks and the book records which were 10% or more in the aggregate for each class of inventory.

(b.) The Company does have any EPC working capital limits banks or financial institutions. Consequently, the requirements under sub-clause (b) to clause (ii) of paragraph 3 of the order are applicable.

(iii). According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investments in companies and other parties, in respect of which the requisite information is as below. The Company has not made any investments in firms or limited liability partnership. Accordingly, provisions of clauses 3(iii) (a) and 3(iii)(c) to 3(iii)(f) of the Order are not applicable to the Company.

(a.) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted following loans to related party.

Rs. In lacs

Particulars	Amount
Kody Media Private Limited	8.72
Falcon Tech Robots LLC	240.31

(b.) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has made following investment

Rs. In lacs

Particulars	Amount
Falcon Tech Robotic LLC	9.71
Kody Media Private Limited	0.99
Kody Middle East set up	19.45
World EMS investment	3750.00

(iv). According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not made investments or provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.

Annexure A

On the basis of the information and explanation given to us during the course of our audit, we report that:

- (v). In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi). According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii). According to the information and explanations given to us, in respect of statutory dues:

- (a). The Company is regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Goods and Service Tax, Cess and other material statutory and Professional tax dues applicable to it, except TDS Returns for the year were filed delayed along with applicable interest, further PF and ESIC return for the year were filed in the month of March-26 along with interest and penalty Further Professional tax for previous year in arrears were paid in current FY along with interest and return were filed delayed.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were undisputed amounts payable in respect Provident Fund and Employees State Insurance were unpaid for more than 6 months from the date of payable and were paid in the month of March-26. Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

- (b). There are no disputed amounts outstanding as at March 31, 2026, except in the financial year 2022-23 and 2023-24. Income tax department has raised demand of income tax u/S 154 amounting to Rs. 3992540/- and 540060/- respectively on the basis of assessment of ITR.
- (viii). According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has surrendered or disclosed any transactions, previously unrecorded as income of change in

closing balance of previous year 2024-25 amounting to Rs.7.74 Lakhs in the books of account and in the tax assessments under the Income-tax Act, 1961 as income during the year.

- ix (a.) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b.) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c.) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix) (c) of the Order is not applicable.
- (d.) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on a short-term basis have been used for long-term purposes by the Company
- (e.) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f.) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- x (a.) In our opinion and according to the information and explanations given to us, the Company has not raised funds by way of initial public offer. Consequently, the requirements of clause (x) of paragraph 3 of the order are not applicable.
- (b.) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the requirements of Section 42 and Section 62 of the Companies Act, 2013, and the rules framed thereunder in respect of:

Annexure A

1. **Preferential Allotment:** The preferential allotment of 1,53,900 equity shares at an issue price of ₹975.00 per share (including a premium of ₹965.00 per share) pursuant to the resolution passed at the Extraordinary General Meeting held on January 09, 2026.
 2. **Conversion of Warrants:** The allotment of 6,96,000 equity shares upon the conversion of 6,96,000 convertible warrants issued on a preferential basis (out of 7,00,000 share warrants issued during FY 2024-25 at ₹1,400.00 per warrant, including a premium of ₹1,390.00 per warrant). The funds raised through the aforesaid allotments have been utilized for the specific purposes for which they were raised.
Bonus shares allotted in the ratio of 1:1 [6,96,000 equity shares] on January 31, 2026, and February 21, 2026, pursuant to the resolution passed at the EGM held on November 19, 2024, represent capitalization of reserves rather than fundraising; compliance with Section 63 has been verified in general records
- xi In respect of fraud by the Company or on the Company:
 - (a.) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - (b.) According to the information and explanations given to us, no report under sub-section (12) of S has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c.) There have been no whistle-blower complaints received during the year by the company.
 - xii According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
 - xiii In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Accounting Standards.
 - xiv To the best of our knowledge and belief and according to the information and explanations given to us, A) The company has an internal audit system commensurate with the size and nature of its business. B) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.
 - xv In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
 - xvi (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
 - (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable
 - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - (d) The Company is not part of any group (as defined in the regulations made by the Reserve Bank of India). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
 - xvii The Company has not incurred cash losses in the current and in the immediately preceding financial year.
 - xviii There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
 - xix According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due..
 - xx In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx) (b) of the Order are not applicable.

KHANDHAR & ASSOCIATES
(Chartered Accountants)

CA. VIPUL B. KHANDHAR
Membership No.105986
FRN.: 118940W
UDIN: 26105986PTINNR4209
Date: 06/05/2026

Annexure B

Annexure B to the Independent Auditor's Report on the standalone financial statements of Kody Technolab Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid standalone financial statements under (Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Kody Technolab Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act..

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established

and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing & evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Annexure B

Annexure B to the Independent Auditor's Report on the standalone financial statements of Kody Technolab Limited for the year ended 31 March 2026

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

KHANDHAR & ASSOCIATES
(Chartered Accountants)

CA. VIPUL B. KHANDHAR
Membership No.105986
FRN.: 118940W
UDIN: 26105986PTINNR4209
Date: 06/05/2026

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Standalone Balance Sheet as at March 31st, 2026

Particulars	Notes	31st March, 2026	31st March, 2025
(I.) EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2	1429.35	1274.76
(b) Reserves and Surplus	3	17476.63	4192.96
(c) Share Warrents Application	4	1650.10	2443.00
2. Non-current liabilities			
(a) Long-term borrowings	5	686.18	.00
(b) deffered tax liabilities	6	84.32	5.36
(c) Other Long term liabilities			
(d) Long-term provisions	7	119.65	.00
3. Current liabilities			
(a) Short-term borrowings	8	88.10	1306.00
(b) Trade payables	9	995.35	997.54
(i) Total outstanding dues of micro enterprises and small enterprises; and	-	256.77	111.85
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		738.58	737.28
(iii) Other payables		.00	148.41
(c) Other current liabilities	10	657.57	877.02
(d) Short-term provisions	11	949.92	77.46
Total	-	24137.16	11174.10
(II.) ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment and Intangible assets	12		

Kody Technolab Limited

Particulars	Notes	31st March, 2026	31st March, 2025
(i) Property, Plant and Equipment	-	1364.03	655.31
(ii) Intangible assets	-	1632.88	337.02
(iii) Capital work-in-progress	-		507.10
(iv) Intangible assets under development	-	1606.53	
(b) Non-current investments	13	3785.93	2827.12
(c) Deferred tax assets (net)			
(d) Long-term loans and advances	14	2926.85	1448.32
(e) Other non-current assets	15	550.24	519.06
2. Current Assets			
(a) Current investments		-	-
(b) Inventories	16	349.85	666.69
(c) Trade receivables	17	3975.23	3478.39
(d) Cash and cash equivalents	18	4258.22	418.96
(e) Other current assets	19	3687.39	316.11
Total	-	24137.16	11174.10
Significant notes to account	1		

As per our report of even date attached herewith. For and on behalf of
KHANDHAR & ASSOCIATES
(Chartered Accountants)
FRN: 118940W

For and on behalf of board of directors
Kody Technolab Limited
(CIN:L72900GJ2017PLC097244)

CA. VIPUL B. KHANDHAR
(Partner)
Membership No.105986
UDIN:- 26105986PTINN4209

MANAV SUBHASH CHANDRA PATEL
Managing Director
DIN: 07409757

MRS. MANALI KRUNAL PATEL
Wholetime Director
DIN: 07792457

DATE: 06/05/2026
PLACE: AHMEDABAD

Akshay Shah
Chief Financial Officer

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Standalone Profit and Loss for the Year Ended as on March 31st, 2026

Particulars	Notes	31st March, 2026	31st March, 2025
I. Revenue from Operations	20	8401.17	7177.18
II. Other income	21	647.18	125.13
III. Total Income (III)		9048.35	7302.32
IV. Expenses			
(a) Cost of materials consumed	22	2937.81	3192.81
(b) Purchases of Stock-in-Trade	-		
(c) Changes in Inventories	23	324.58	-640.33
(d) Employee benefits expense	24	911.14	687.54
(e) Finance cost	25	78.52	73.70
(f) Depreciation and amortization expense	12	242.20	140.71
(g) Other expenses	26	1476.42	1444.68
Total expenses (IV)	-	5970.67	4899.11
V. Profit before exceptional & extra-ordinary items & tax (III-IV)	-	3077.69	2403.21
VI. Exceptional items		.00	.00
VII. Profit before extraordinary items and tax (V - VI)		3077.69	2403.21
VIII. Exceptional items		.00	.00
IX. Profit before tax (VII- VIII)		3077.69	2403.21
X. Tax expense			
(1) Current tax		812.73	601.79
(2) Excess/(Short) Provision		.00	.00
(2) Deferred tax		78.96	39.18

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Standalone Profit and Loss for the Year Ended as on March 31st, 2026

Particulars	Notes	31st March, 2026	31st March, 2025
XI. Profit (Loss) for the period from continuing operations (VII-VIII)		2186.00	1762.24
XII. Profit/(loss) from discontinuing operations		.00	.00
XIII. Tax expense of discontinuing operations		.00	.00
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		.00	.00
XV. Profit (Loss) for the period (XI + XIV)		2186.00	1762.24
XVI. Earnings per equity share (Amt. in Actual)			
(1) Basic		15.294	13.824
(2) Diluted		15.131	12.463
No of share used in computing earning per share			
-Basic (End of period outstanding share)		14293460	12747560
-Diluted (End of period outstanding share)+ share warrant thereof		14447360	14139560

As per our report of even date attached herewith. For and on behalf of
KHANDHAR & ASSOCIATES
 (Chartered Accountants)
 FRN: 118940W

For and on behalf of board of directors
Kody Technolab Limited
 (CIN:L72900GJ2017PLC097244)

CA. VIPUL B. KHANDHAR
 (Partner)
 Membership No.105986
 UDIN:- 26105986PTINN4209

MANAV SUBHASH CHANDRA PATEL
 Managing Director
 DIN: 07409757

MRS. MANALI KRUNAL PATEL
 Wholetime Director
 DIN: 07792457

DATE: 06/05/2026
PLACE: AHMEDABAD

Akshay Shah
 Chief Financial Officer

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Standalone Cashflow Statement for the year ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Cash flow from operating activities		
Net profit before tax	3077.69	2403.21
Adjustments for :		
Depreciation	242.20	140.71
Interest income	33.33	-105.29
TDS receivable written off		-5.20
Finance cost	-78.52	-73.70
Operating profit before working capital adjustment	3274.70	2359.73
Adjustment for changes in working capital		
Trade and other payable	-2.19	918.42
Other current liabilities	-219.45	542.75
Changes in inventories	316.84	-640.33
Trade and other receivables	-496.83	-1780.06
Short term provision	872.47	29.37
Other current assets	-2534.55	164.58
Cash flow generated from operations		
Changes in Tax	-812.73	-601.79
Net cash flow from operating activities (A)	398.26	992.66
Cash flow from financing activities		
other current asset for Capex	-836.73	
Long term loan & advance	-1478.54	-1747.12
Investment	-958.81	-2827.12

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Standalone Cashflow Statement for the year ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Other non current asset	-31.18	0.00
Purchase of fixed assets(less disposal)	-3346.21	-641.40
Interest income	-33.33	105.29
Net Cash flow from Investing activites (B)	-6684.79	-5110.36
Cash flow from financing activities		
Proceed from security premium	11089.94	
Increase in Retained earning	7.74	
Shares warrant application	-792.90	2443.00
Long term provision	119.65	
Finance cost	78.52	73.70
Proceed from Short term borrowings	-1217.91	1206.35
Proceed from long term borrowings	686.18	
Proceed from subscription of equity	154.59	
Net cash flow From financing activities (C)	10125.80	3723.04
Increase/(Decrease) in cash and cash equivalents (A+B+C)	3839.26	-394.65
Cash and cash equivalent at the beginning of the year	418.96	813.61
Cash & cash equivalent at the end of the year	4258.22	418.96

As per our report of even date attached herewith For and on behalf of

KHANDHAR & ASSOCIATES

(Chartered Accountants)

FRN: 118940W

For and on behalf of board of directors

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

CA. VIPUL B. KHANDHAR

(Partner)

Membership No.105986

UDIN:- 26105986PTINNR4209

MANAV SUBHASH CHANDRA PATEL

Managing Director

DIN: 07409757

MRS. MANALI KRUNAL PATEL

Wholetime Director

DIN: 07792457

DATE: 06/05/2026

PLACE: AHMEDABAD

Akshay Shah

Chief Financial Officer

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

1. Background

M/S Kody Technolab Limited, Incorporated On 5th Day Of May 2017, Having Its Registered Office At 2Nd Floor, Block-J, Safal Mondeal Reatil Park, Nr. Iscon Mall, Nr. Rajpath Club, S G Highway, Bodakdev, Ahmedabad-380054. The Company Is Engaged In The Business Of Mfg & Assembly Of Robots & Their Accessories, Software Developer, Appdeveloper & Related Service Sector.

2. Significant accounting policies

2.1. Basis of Preparation (AS 1 - Disclosure of Accounting Policies)

The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with generally accepted accounting principles in India ('Indian GAAP'). These financial statements comply in all material respects with the Accounting Standards (AS) notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013. The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest Rupee, unless otherwise stated.

2.2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and disclosures of contingent assets and liabilities at the date of the financial statements and the results of operations during the reporting period. Actual results could differ from those estimates. Any revision to such accounting estimates is recognised prospectively in the current and future periods.

2.3. Revenue Recognition (AS 9 - Revenue Recognition)

(a) Revenue from Sale of Robots & Hardware

Revenue from sale of robotic systems, machines, components and hardware is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, recovery of consideration is probable, associated costs and possible return of goods can be estimated reliably, and the amount of revenue can be measured reliably. Revenue from product sales is recorded net of trade discounts, returns and Goods & Services Tax (GST). Revenue from long-term contracts for supply and integration of robotic systems is recognised using the Percentage of Completion Method where the outcome can be reliably estimated.

(b) Revenue from ERP / Software Services

Revenue from ERP implementation and related services is recognized based on achievement of contractual milestones as specified in the agreement entered into with customers. Where contracts provide for milestone-based billing, revenue is recognized upon completion of identified milestones and when the corresponding right to receive consideration is established. Milestones are determined based on measurable deliverables such as completion of design, development, deployment, testing, implementation, customization, training, or other agreed project stages. Revenue is recognized only when:

- The stage of completion can be reliably measured;
- Contractual obligations relating to the milestone are substantially fulfilled; and
- There is reasonable certainty of ultimate collection.

Amounts received in advance for incomplete milestones are disclosed as contract liabilities / advances from customers until the related performance obligation is completed.

(c) Other Income

Interest income is recognised on time proportion basis. Dividend income is recognised when the right to receive dividend is established. Profit or loss on sale of investments is recognised at the time of sale.

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

2.4. 1.4 Property, Plant & Equipment (AS 10 - Accounting for Fixed Assets)

Property, Plant & Equipment (PPE) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and all directly attributable costs of bringing the asset to its working condition for its intended use. Subsequent expenditure is capitalised only if it increases the future economic benefits from the asset beyond the previously assessed standard of performance. Repairs and maintenance costs are expensed as incurred.

During the Financial year as on 31st March,2026 fire has been occurred in Gift City office on 28/03/2026 and furniture and fixtures and assets had been damaged which has been reconditionable and repairable so no material effect given in WDV value and depretiation has been claimed on the same.

2.5. Depreciation

Depreciation on tangible fixed assets is provided using the Written Down Value (WDV) based on the useful lives prescribed under Schedule II of the Companies Act, 2013. Depreciation is calculated on a pro-rata basis from the date of acquisition. Assets costing less than Rs. 5,000/- individually are fully depreciated in the year of purchase.

Asset Category	Useful Life (Years)	Method
Building	60	WDV
Computers	3	WDV
Equipments	15	WDV
Furniture & Fittings	10	WDV
Gift City (WIP)	20	WDV

2.6. Intangible Assets & Amortisation (AS 26 - Intangible Assets)

Intangible assets comprising acquired software licences, proprietary ERP platform (internally developed), and purchased patents are recognised at cost. Internally generated intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably (development phase costs only; research phase costs are expensed). Intangible assets are amortised on a SLM basis over their estimated useful lives:

Asset Category	Useful Life (Years)	Method
Intangible Assets(Others)	5	WDV
Intangible Assets(software)	3	WDV

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

2.7. Inventories (AS 2 - Valuation of Inventories)

- Inventories are valued at the lower of cost or net realisable value.
- Cost of raw materials, components, stores and spares is determined on the First-In-First-Out (FIFO) basis.
- Cost of Work-in-Progress and Finished Goods (robots and assemblies) includes direct material cost, direct labour, and an appropriate share of manufacturing overheads.
- Traded goods (resale hardware) are valued at cost on FIFO basis.
- Net Realisable Value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.
- Obsolete and slow-moving inventories are identified periodically and written down.

2.8. Foreign Currency Transactions (AS 11)

Foreign currency transactions are recorded on initial recognition in the reporting currency (Indian Rupees) at the exchange rate on the date of the transaction. For export transactions of robotic systems and IT services, the Company adopts the exchange rate as notified by the Central Board of Indirect Taxes & Customs (CBIC / Customs Notification) for the relevant fortnight / period in which the transaction is recorded. The same rate is applied for the purpose of:

Recording the export revenue in the books of account

- Booking the corresponding foreign currency receivable (trade debtors for exports) in Indian Rupees; and
- Reporting the outstanding balance as at the Balance Sheet date at the closing rate applicable (rate as notified by Customs / RBI reference rate).

Monetary assets and liabilities denominated in foreign currencies outstanding at the Balance Sheet date are restated at the closing exchange rate. The resulting exchange differences, whether gain or loss, are recognised in the Statement of Profit & Loss in the period in which they arise, in accordance with AS 11.

Disclosure under AS 11 Para 52 / RBI / SEBI LODR

The Company has NOT entered into any forward exchange contracts, options, swaps, or any other derivative instruments for hedging its foreign currency exposure arising from export transactions. The entire foreign currency receivable is therefore exposed to foreign exchange fluctuation risk.

The unhedged foreign currency exposure as at March 31, 2025 is as under:

Particulars	Amount (Foreign Currency) / INR Equivalent
Export Trade Receivables (USD)	3,801,345
Advance received against exports (Foreign Currency)	
Any other monetary item in foreign currency	3,653,551
Net Unhedged Exposure	

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Notes to Financial Statements for the year ending on March 31st, 2026

2.9. Employee Benefits (AS 15 - Employee Benefits)

(a) Short-term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Short-term employee benefits such as salaries, wages, bonus, and leave encashment expected to occur within twelve months are recognised as an expense at the undiscounted amount in the period in which the employee renders the related service.

(b) Post-employment Benefits - Gratuity (Defined Benefit)

The liability for gratuity is determined on the basis of an actuarial valuation as at the Balance Sheet date using the Projected Unit Credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. The Company funds the gratuity obligation through a Group Gratuity Trust / LIC policy.

Retirement Benefits in the form of provident fund contributions are charged to the Profit & Loss Account of the period when the contributions to the fund are due. There are no obligations other than the contribution payable to the fund. Provision of Gratuity Act, 1972 are applicable to the company. As per the actuarial valuation report taken, the company had provided provision for Gratuity of Rs 71.82 Lakhs up to the current year.

(c) Provident Fund (Defined Contribution)

The Company's contribution to the Employees' Provident Fund is charged to the Statement of Profit and Loss as incurred. The Company has no further obligation beyond the monthly contributions.

2.10. Taxes on Income (AS 22)

Current tax is determined as the amount of tax payable in respect of taxable income for the period in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognised, subject to the consideration of prudence, on timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised to the extent there is reasonable certainty that sufficient future taxable income will be available.

2.11. Borrowing Costs (AS 16)

Borrowing costs that are attributable to the acquisition, construction, or production of qualifying assets are capitalised as part of the cost of such assets until such time as the assets are ready for their intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

2.12. Impairment of Assets (AS 28)

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognised in the Statement of Profit and Loss.

2.13. Provisions, Contingent Liabilities & Contingent Assets (AS 29)

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted. Contingent liabilities are disclosed unless the possibility of an outflow of resources is remote. Contingent assets are not recognised.

Annexure to the Contingent liabilities has been attached with notes to financial statements.

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Notes to Financial Statements for the year ending on March 31st, 2026

2.14. Earnings Per Share (AS 20)

Basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

2.15. Cash & Cash Equivalents

Cash and Cash Equivalents for the purpose of the Cash Flow Statement comprise cash on hand and at bank and short-term investments with an original maturity of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of changes in value.

2.16. Impairment of Assets (AS 28)

The carrying values of assets are reviewed for impairment at each Balance Sheet date. An impairment loss is recognised when the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value in use. Any impairment loss is recognised in the Statement of Profit & Loss.

2.17. Leases (AS 19)

Leases where the lessor effectively retains substantially all the risks and benefits of ownership are classified as operating leases. Operating lease payments are recognised as an expense on a straight-line basis over the lease term unless another systematic basis is more representative.

2.18. SEGMENT REPORTING (AS 17)

The Company is primarily engaged in a single business segment and operates predominantly within a single geographical segment. Accordingly, disclosure requirements prescribed under Accounting Standard (AS) 17 - Segment Reporting are not applicable. As per Accounting Standard (AS) 17, segment reporting is required where an enterprise has identifiable business segments or geographical segments that are subject to risks and returns different from those of other segments. Segment reporting is generally applicable when:

- The enterprise has multiple distinguishable business activities generating different risks and returns; or
- The enterprise operates in different geographical areas having varying economic environments; and
- Segment information is relevant for assessing performance and resource allocation.

Since the Company's operations are considered to constitute a single reportable segment, no separate segment disclosures are required.

2.19. RELATED PARTY DISCLOSURES (AS 18)

In accordance with AS 18 - Related Party Disclosures, the following parties are identified as related parties of the Company:

Category	Name of Party & Relationship
Subsidiary Company	Kody Media Private limited
Foreign Subsidiary Company	Kody Middle East FZ LLC
Foreign Associate Company	Falcon Tech Robotics LLC

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Notes to Financial Statements for the year ending on March 31st, 2026

Category	Name of Party & Relationship
Key Management Personnel (KMP)	Mr. Manav Subhashchandra Patel
Key Management Personnel (KMP)	Mrs. Manali Krunal Patel
Key Management Personnel (KMP)	Mrs. Pooja Sunny Patel
Relatives of KMP (with transactions)	Ms. Mansi Subhashchandra Patel
Enterprises under Common influence	Space Box
Enterprises under Common influence	Datamac Analytics
Enterprises under Common influence	Kody Equipments Pvt Ltd
Enterprises under Common influence	Star Technocrats Pvt Ltd
Enterprises under Common influence	Arvind Anticor Limited

A detailed schedule of all transactions with related parties during the year, their nature, and outstanding balances as at March 31, 2025 is disclosed separately in the Related Party Transaction (RPT) Schedule annexed to these financial statements, as required under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015

2.20. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE (AS 4)

The following material events have occurred after the Balance Sheet date (March 31, 2025) and up to the date of approval of these financial statements by the Board of Directors:

During the Financial year as on 31st March, 2026 fire has been occurred in Gift City office on 28/03/2026 and furniture and fixtures and assets had been damaged which has been reconditionable and repairable so no material effect given in WDV value and depreciation has been claimed on the same.

2.21. GENERAL NOTES, PRIOR PERIOD ITEMS & CHANGE IN ACCOUNTING POLICIES (AS 1 & AS 5)

- The financial statements have been prepared after making all necessary adjustments required to give a true and fair view in accordance with Indian GAAP.
- Prior period items, if any, of material nature have been disclosed separately, with their nature and amount, in accordance with AS 5.
- There is no change in accounting policies adopted by the Company during the current year as compared to the previous year, except as specifically disclosed.
- Figures for the previous year have been regrouped / reclassified wherever necessary to make them comparable with the current year's presentation.
- All figures are in Indian Rupees (₹) unless specifically stated otherwise.
- The financial statements were approved for issue by the Board of Directors on [Date].

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Notes to Financial Statements for the year ending on March 31st, 2026

In Accordance with AS-5 Prior period item included in the Statement of Profit & Loss are as under:

(Amount in Lakhs.)

Particulars	Amount(₹)
1. Prior Period Income	
Change in Closing Stock Valuation	7.74
Audit Fees Reversal	21.19
Internal Audit Fees Reversal	4.00
CSR Provision Reversal	18.26
Reversal of Depre expense	42.12
2. Prior Period Expense	
Reversal of FD Interest	-26.82
Net Effect in Profit & Loss Account	66.47

As per AS-5 - Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

- Prior period items are included in the current year's profit or loss
- Material items are separately disclosed to ensure clarity and transparency
- The impact of prior period items on the current year's profit is ₹
- The management believes that these disclosures provide a true and fair view of the financial position of the Company

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

2. Share Capital

2.1. Authorized Share Capital

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Authorised 16000000 (As on 31st March, 2025 : 14500000) (As on 31st March, 2026 : 16000000) Equity Share of Rs. 10 Each	1600.00	1450.00
Total	1600.00	1450.00

2.2. Issued, Subscribed And Paid up Capital Share Capital

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Issued, Subscribed and Paid up Share capital at the beginning of the year	1274.76	637.38
Share capital Issued during the year	154.59	
Bonus Shares issued		637.38
Total	1429.35	1274.76

- Bonus Shares Issued (FY 2024–2025): During the financial year ended 31st March, 2025, the company capitalized its reserves/surplus to issue bonus equity shares worth **₹637.38 Lakhs** in the ratio of 1:1.
- Fresh Allotment (FY 2025–2026): During the financial year ended 31st March, 2026, the company issued and allotted additional share capital amounting to **₹154.59 Lakhs**.
- Rights, Preferences, and Restrictions Attached to Shares: The company has only one class of equity shares having a par value. Each holder of equity shares is entitled to one vote per share and equal right to dividends, if declared.

2.3. Reconciliation of number of shares:

(Amount in Lakhs.)

Particulars	31st March, 2026		31st March, 2025	
	No. of Shares	Amount ₹	No. of Shares	Amount ₹
Shares outstanding at beginning of year	12747560	1274.76	6373780	637.38
Add: Shares issued during the year	1545900	154.59	6373780	637.38
Total	14293460	1429.35	12747560	1274.76

- During the Financial Year under review, the paid-up Equity Share Capital of the Company increased from Rs. 12,74,75,600/- (Rupees Twelve Crore Seventy Four Lakhs Seventy Five Thousand Six Hundred Only), divided into 1,27,47,560 equity shares of Rs. 10/- each, to Rs. 14,29,34,600/- (Rupees Fourteen Crore Twenty Nine Lakhs Thirty Four Thousand Six Hundred Only), divided into 1,42,93,460 equity shares of Rs. 10/- each, pursuant to the following allotments:

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

2.4. Details of share holders holding more than 5%

(Amount in Lakhs.)

Name of Shareholder/Company	31st March, 2026		31st March, 2025	
	No. of Shares	% of total shares	No. of Shares	% of total shares
Mr Manav Subhashchandra Patel	94.53	66.14%	83.66	65.63%
Total	94.53	66.14%	83.66	65.63%

2.5. Terms/Rights attached to the share

(i) The Company has one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets after distribution of all preferential amounts, in proportion to the number of equity shares held.

(iii) The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

2.6. Shares held by promoters:

(Amount in Lakhs.)

Name of Shareholder/Company	31st March, 2026		31st March, 2025	
	No. of Shares	% of total shares	No. of Shares	% of total shares
Mr Manav Subhashchandra Patel	94.53	66.14%	83.66	65.63%
Mrs. Manali Krunal Patel	4.72	3.30%	4.72	3.70%
Mrs. Pooja Sunny Patel	4.72	3.30%	4.72	3.70%
Total	103.97	72.74%	93.10	73.03%

3. Reserves and Surplus

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Retained Earnings		
Opening balance*	2370.35	610.65
Add Trf during the Year		-5.20
Add:Prior period adjustment		2.67
Add:Prior Period Income	7.74	.00

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Profit during the year	2186.00	1762.24
Sub Total	4564.09	2370.35
Security Premium		
Opening balance*	1822.61	2462.65
Less: Prior period adjustment		-2.67
Add: security premium	11159.54	
Less: Bonus share issued	-69.60	-637.38
Sub Total	12912.54	1822.61
Closing Balance	17476.63	4192.96

Nature & Purpose of Reserves

Security Premium

Security Premium is used to record the premium on issue of Shares. The reserve is utilised in accordance with the provisions of Act.

Retained Earnings

Retained Earning is a free reserve under the Companies Act, 2013

4. Share Warrants Application

Particulars	31st March, 2026	31st March, 2025
Old Share Warrants Application	.00	2443.00
New Share Warrants Application	1650.10	.00
Closing Balance	1650.10	2443.00

(i) On January 30, 2026 and February 21, 2026, the Company allotted an aggregate of 6,96,000 equity shares upon conversion of 6,96,000 convertible warrants;

(ii) On January 31, 2026 and February 21, 2026, the Company also allotted an aggregate of 6,96,000 bonus equity shares in the ratio of 1:1 on the equity shares issued pursuant to such warrant conversions; and

(iii) On February 19, 2026, the Company made a preferential allotment of 1,53,900 equity shares to entities belonging to the Non-Promoter category.

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

5. Long-Term Borrowings

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Secured Loans SMFG LAP Loan	686.18	.00
Total	686.18	.00

Note:

The company has taken LAP loan of Rs 7.5 Cr @ 9.5% (floating) for 10 years Security given for such facility is Mortgage of title deeds of Commercial Property located at 1301 & 1302 13th of Floor Satyamev Elite, Ahmedabad, Gujarat, India-380058

6. Deferred tax liabilities (Net)

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Deferred Tax Liability(net)	84.32	5.36
Total	84.32	5.36

Note:

Deferred tax asset/liability is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary difference & the carry forward of unused tax credits & unused tax losses can be utilised.

7. Long-term provisions

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Provision for Leave encashment	35.86	.00
Provision for Gratuity	70.28	.00
Rent Deposit	13.50	.00
Total	119.65	.00

The Company operates an unfunded gratuity plan governed by the Payment of Gratuity Act, 1972. The liability is determined based on an actuarial valuation carried out as of March 31, 2026, using the Projected Unit Credit (PUC) method

Key Actuarial Assumptions: Discount Rate: 7.50% p.a.
Salary Escalation Rate: 6.00% p.a.
Retirement Age: 58 years

Net Liability Recognized in Balance Sheet: ₹ 71.82 Lakhs (Current: ₹ 1.54 Lakhs; Non-Current: ₹ 70.28 Lakhs)

Net Expense / (Income) Recognized in P&L: ₹ (3.68 Lakhs)

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

8. Short Term Borrowing

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Secured Loan		
EPC from bank	.00	943.15
Kotak Bank FDOD	.00	269.31
Current maturity of Long term borrowing	48.76	.00
Unsecured Loan		
Directors Deposit	39.34	93.54
Total	88.10	1306.00

Note:

The Deposit given by directors costs interest & are repayable on demand.

9. Trade Payables

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Total outstanding dues of creditors other than micro enterprises and small enterprises		
MSME Trade Payables	256.77	111.85
Others Trade Payables	738.58	737.28
Other Payables	.00	148.41
Total	995.35	997.54

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

FY 2024-25

(Amount in Lakhs.)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Disputed MSME	-	-	-	-	-
Disputed Others	-	-	-	-	-
MSME	104.07	7.78	-	-	111.85
Others	763.77	121.93	-	-	885.70
Grand Total	867.83	129.71	-	-	997.54

FY 2025-26

(Amount in Lakhs.)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Disputed MSME	-	-	-	-	-
Disputed Others	-	-	-	-	-
MSME	238.26	45.69	.00	-	283.95
Others	693.49	8.78	9.13	-	711.40
Grand Total	931.75	54.47	9.13	-	995.35

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

10. Other Current Liabilities

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Duties and Taxes	62.75	631.43
MSME Interest	15.90	2.54
Other current Liability	.00	238.87
Advance from Customers	578.92	4.18
Total	657.57	877.02

11. Short-Term Provisions

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Other Provisions	134.26	77.46
Provision for Gratuity	1.54	.00
Provision for Leave Encashment	1.40	.00
Provision for Income Tax	812.73	.00
Total	949.92	77.46

13. Non-current investments

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Falcon Tech Robotics LLC	.00	95.36
Kody Media PVT LTD	1.00	1.00
Kody Middle East	25.22	5.76
World EMS	3750.00	2725.00
Falcon Tech Robotics LLC - Equity	9.71	.00
Total	3785.93	2827.12

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

FD details

(Amount in Lakhs.)

Sr. No.	Name of the Bank	Rate	Amt	Date of Investment	Date of Maturity	Total Interest Accrued for the year	Provision for Accrued interest Physically Verified / Lien Verified (Yes/No)
1	Kotak Mahindra Bank	7	100.00	31-03-2024	19-05-2026	6.96	Lien
2	Kotak Mahindra Bank	7	100.00	31-03-2024	19-05-2026	6.96	Lien
3	Kotak Mahindra Bank	7	100.00	31-03-2024	19-05-2026	6.96	Lien

Investment in Subsidiary

(Amount in Lakhs.)

Sr. No.	Name of the Company	No. of Shares held	Per Share Value	Total Amount	% of holding	Date of Investment	Whether any loan given to subsidiary (Yes/No)	Amount of Loan	Whether any guarantee / securities given to subsidiary (Yes/No)	Amount of Guarantee
1	Kody Media Pvt Ltd	9999	10	1.00	85.7	4/3/2025	Yes	87.06	No	
2	Kody Media Pvt Ltd	750	100 AED	19.46	75	31/3/2025	No		No	

Investment in other than subsidiary

(Amount in Lakhs.)

Sr. No.	Name of the Company	No. of Shares held	Per Share Value	Total Amount	% of holding	Date of Investment	Whether any loan given to subsidiary (Yes/No)	Amount of Loan	Whether any guarantee / securities given to subsidiary (Yes/No)	Amount of Guarantee
1	World EMS Pvt Ltd	937500	400	3750.00	18.75%	30/09/24	No		No	
2	Falcon Tech Robots LLC	40	1000 AED	9.71	40%	24/07/25	Yes	2403.10	No	

Kody Technolab Limited

14. Long-term loans and advances

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Falcon Tech Robots LLC - Loan	2403.10	.00
Kody Media Pvt Ltd Loan	87.06	9.34
PLATINUM GROUP FOR BUSINESSMEN SERVICES LLC-Loan	95.36	95.43
Bank FD	341.34	1340.55
Advance for employee	.00	3.00
Total	2926.85	1448.32

Note:

Advances provided to group company are charged with Interest and are repayable on demand.

15. Other non-current assets

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
NSDL Deposit	.18	.18
CDSL Deposit	.18	.18
Space Box Deposit	485.33	485.33
Vehicle Box Deposit	31.00	1.00
GIFT City Office Deposit	33.55	32.38
Total	550.24	519.06

Note:

Advances provided to group company are charged with Interest and are repayable on demand.

16. Inventories

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Closing Stock	349.85	666.69
Total	349.85	666.69

Kody Technolab Limited

17. Trade receivables

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Trade Receivables Others	3975.23	3478.39
Total	3975.23	3478.39

FY 2024-25

(Amount in Lakhs.)

Particulars	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables - considered Good	2485.65	932.63	60.12	.00	-	3478.39
Undisputed Trade Receivables - Doubtful	-	-	-	-	-	-
Disputed Trade Receivable - Considered good	-	-	-	-	-	-
Disputed Trade Receivable - dobtful	-	-	-	-	-	-
Grand Total	2485.65	932.63	60.12	.00		3478.39

FY 2025-26

(Amount in Lakhs.)

Particulars	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables - considered Good	1169.86	2794.09	1.42	9.85	-	3975.23
Undisputed Trade Receivables - Doubtful	-	-	-	-	-	-
Disputed Trade Receivable - Considered good	-	-	-	-	-	-
Disputed Trade Receivable - dobtful	-	-	-	-	-	-
Grand Total	1169.86	2794.09	1.42	9.85		3975.23

Kody Technolab Limited

18. Cash and Cash Equivalents

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Cash in Hand	7.74	10.16
Balance With Banks	3127.18	408.80
Share Warrant Application Bank Account	.16	.00
Debit Balance of Bank OD	1123.14	.00
Preferential Equity Share Bank AC	.00	.00
Total	4258.22	418.96

Terms of Bank Od facility:

- 1.Primary Security: Fixed deposits
2. Guarantee: Personal Guarantee from directors of Company

19. Other Current Assets

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Balance with Income Tax Dept.	64.24	22.45
Balance with GST DEPT.	281.04	146.91
Trade Advance	1290.43	5.89
Advances for capax	856.08	19.35
Advances for wip GIFT CITY	.00	1.16
Advance rent payment	.00	33.75
PRE-OPERATIVE EXPENSE	105.72	86.60
Export GST Receivable	33.79	.00
Prepaid Annual Charges	2.04	.00
Unbilled Receivables	1054.06	.00
Total	3687.39	316.11

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Sub - Notes Forming Part Of The Financial Statements For The Year Ended March 31, 2026

12. Property, Plant and Equipment and Intangibles assets

(Amount in Lakhs.)

Particulars	Equipments	Computers	Furniture & Fittings	Building	Intangible Assets (software)	Gift City (WIP)	Intangible Asset Under Development	Intangible Software	Total Assets
FY-24-25									
Gross carrying amount									
As at March 31, 2024	44.41	41.95	4.24	608.38	.17	380.07	.00	.00	1079.21
Additions	86.79	6.45	.00	.00	0.05	127.04	421.16	.00	641.48
Disposals									.00
As at March 31, 2025	131.20	48.40	4.24	608.38	.22	507.10	421.16	.00	1720.69
Accumulated depreciation									
As at March 31, 2025	14.35	32.04	1.22	32.89	.04	.00		.00	80.54
Charge for the year	19.80	7.79	.79	28.03	.08	.00	84.23	.00	140.71
On disposals								.00	.00
As at March 31, 2025	34.15	39.83	2.01	60.92	.12	.00	84.23	.00	221.25
Net carrying amount as at March 31, 2025	97.05	8.57	2.23	547.46	.10	507.10	336.93	.00	1499.44
FY-25-26									
Gross carrying amount									
As at March 31, 2025	131.20	48.40	4.24	608.38	.22	507.10	421.16	.00	1720.69
Additions	21.41	92.23	572.32	225.79	421.16	83.84	1664.77	1338.00	4419.53
Disposals	.00	-.34	-2.62	-.02	.00	-590.86	-479.49		-1073.32
As at March 31, 2026	152.62	140.29	573.94	834.15	421.37	.09	1606.44	1338.00	5066.90
Accumulated depreciation									
As at April 01, 2025	34.15	39.83	2.01	60.92	84.35	.00		.00	221.25
Charge for the year	20.83	25.89	85.57	67.76	42.14	.00		.00	242.20
On disposals								.00	.00
As at March 31, 2026	54.98	65.72	87.58	128.68	126.49	.00	.00	.00	463.45
Net carrying amount as at March 31, 2025	97.63	74.57	486.36	705.47	294.88	.09	1606.44	1338.00	4603.44

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

20. Revenue from Operations

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Revenue from Sale of Products and Services		
Sale of Goods- Export	1440.58	3536.60
Sale of Goods- Domestic	1828.10	12.81
Sale of Services- Export	1386.60	3481.51
Sale of Services- Domestic	2691.84	146.26
Unbilled Revenue - Export	1054.06	.00
Total	8401.17	7177.18

21. Other Income

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Interest Income		
Interest on Fixed Deposits	8.48	105.29
Interest on Fixed Deposits - Prior Period	.02	.16
Interest on loan given to director	.00	2.03
Interest on Loan to Group Entity	24.84	3.41
Other Non Operating Income		
Discount Income	1.18	0.04
Demo Income	.68	.00
Foreign Rate Fluctuation Gain	557.54	3.93

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

Duty Drawback Income	.44	.00
Employee Bond recovery income	.00	1.50
Rental Income	54.00	8.78
Total	647.18	125.13

22. Cost of materials consumed

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Purchase robot Parts and Components	2413.20	3192.81
Software Purchase	524.61	.00
Total	2937.81	3192.81

23. Changes in Inventories

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Closing Stock		
Raw Material	74.67	284.75
Finished Goods	275.18	381.94
Opening Stock		
Raw Material	42.38	26.36
Finished Goods	632.05	.00
Total	324.58	-640.33

During the year, the Company has changed its method of inventory valuation from Weighted Average to FIFO, as management believes it better reflects the consumption pattern. The impact of this change has resulted in increase in profit by Rs. 7.74 Lakhs.

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

24. Employee benefits expense

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Salary & Wages	682.31	663.86
Contribution to EPF & Other Funds	16.13	12.57
Gratuity Expense	15.89	11.11
Staff Welfare Expense	23.37	.00
Remmunuration to Directors	136.18	.00
Leave Encashment	37.26	.00
Total	911.14	687.54

25. Finance Cost

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Bank Interest	40.36	1.69
Processing Charges of Loan	7.50	.00
Interest on SMFG Loan	30.66	.00
Interest On EPC & OD Loan	.00	72.00
Total	78.52	73.70

26. Other Expenses

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Admin Expense	24.49	.00
Advertisement Expense	.75	.00
Annual fees	25.12	15.51

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Audit Fees	24.00	24.00
Bank Charges	9.18	4.60
Building Repair & Maintanance	1.57	.00
Business Development Expense	1.43	.00
Car Rent	75.10	73.80
Computer Expense	24.80	9.30
Consultancy Charges	292.85	98.74
Corporate Social Responsibility	4.85	18.26
Courier Expense	1.18	.15
Custom Duty Expense	.06	.00
Commission	.00	9.00
Demurrage Charges	.00	23.27
Deployment Expense	2.63	.00
DONATION	.00	10.11
Developer Hiring	109.68	.00
Electricity Expense	14.24	13.42
Event Expense	6.00	.00
Freight Expense	7.62	12.13
Gardening Expense	.27	.22
Gst written off	18.94	

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Hotel Expenses	27.76	12.51
House Keeping Charges	5.97	.00
Insurance Expense	.50	.86
Interest on Directors Deposit	10.06	.00
Interest on EPFO	3.56	.00
Interest on Esic	.57	.00
Interest on Income Tax	83.75	7.09
Interest on MSME	13.36	2.54
Interest on TDS	26.13	12.49
Intern Stipend Fees	52.95	.00
Internal Audit fees	8.30	8.00
Jobwork Expense	.00	4.88
Legal Fees	7.64	.00
Municipal Tax	15.27	.00
Miscellaneous expense	.00	53.97
Membership exp.	.00	.31
Office Cleaning Expense	4.33	.00
Office Expense	89.33	334.62
Other Processing Charges	5.84	.00
Packing Expense	1.35	11.58

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Petrol Expense	.41	.20
Printer Rent	1.16	.00
Printing And Stationary	10.13	.97
Provision for bad debt	.00	316.37
Professional fees	.00	35.39
REDESIGN	41.00	.00
Rent Expense	252.93	.00
ROC Filing Fees	2.88	7.85
Rates & Taxes	.00	7.23
Software Development Expense	.00	7.60
Sponsorship Service	.00	37.51
Software Subscription Expense	8.31	.00
TDS Late Filing Fees	3.09	1.95
TDS Written off	-2.37	5.20
Tea Nasta Expense	22.23	.00
Telephone Expense	4.54	.44
Ticket Booking	39.78	.00
Trade License Renewal	5.72	.00
Transport Expense	7.32	.00
Travelling Expense	47.14	17.60

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Vehicle Repair and Maintainance	3.62	.00
Visa Fees	5.83	.00
Water Charges	1.26	.00
Balance Written Off	6.79	245.00
Pre Operative exp	13.23	
Total	1476.42	1444.68

27. Contingent Liabilities and Commitment

Particulars	31st March, 2026	31st March, 2025
(A) Contingent liabilities		
Income Tax	75.22	39.93
Other		80.61
GST	35.94	
(B) Commitments		
Falcon Tech Robotics LLc		1668.26
Kody technolab v/s vira drones jv		2502.39
World ems		1275.00
Closing Balance	111.16	5566.19

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

28. Ratios

Sr. No.	Ratios	Particulars	2025-26	2024-25	Variance	Reason for Variance
1	Current Ratio	Current Assets	4.56	1.50	-204%	The variance in the Current Ratio is primarily due to significant advances paid to vendors for securing and executing robot orders, along with advances paid towards capital expenditure. These advances have impacted the composition of current assets and liabilities, resulting in the variation in the Current Ratio.
2	Debt-Equity Ratio	Total Debt	0.51	0.95	46%	The variance in the Debt-Equity Ratio is primarily attributable to the repayment of Export Packing Credit (EPC) facilities during the current year. The EPC facilities outstanding during FY 2024-25 were substantially repaid during the current year, resulting in a reduction in borrowings and consequently affecting the ratio.
3	Return on Equity (ROE) Ratio	Net Profit After Tax (PAT)	1.62	1.38	-17%	
4	Inventory Turnover Ratio	Cost of Goods Sold	6.37	7.37	14%	
5	Trade Receivables Turnover Ratio	Revenue from Operations	2.11	2.06	-2%	
6	Trade Payables Turnover Ratio	Total Operating Expenses	2.95	3.20	8%	
7	Net Capital Turnover Ratio	Revenue from Operations	0.88	4.42	80%	The variance in the Current Ratio is primarily due to significant advances paid to vendors for securing and executing robot orders, along with advances paid towards capital expenditure. These advances have impacted the composition of current assets and liabilities, resulting in the variation in the Current Ratio.
8	Net Profit Ratio	Net Profit After Tax (PAT)	0.26	0.25	-6%	
9	Return on Capital Employed (ROCE)	Earnings Before Interest & Tax (EBIT)	0.15	0.31	53%	The variance in the relevant ratio is primarily due to the conversion of warrants into equity shares during the current year. Further, the Company completed a preferential allotment of equity shares in January 2026, resulting in an increase in the Company's equity base and consequently impacting the Capital employed ratios.
10	Debt Service Coverage ratio	Net operating income	3.97	1.84	-116%	The variance in the Debt-service coverage Ratio is primarily attributable to the repayment of Export Packing Credit (EPC) facilities during the current year. The EPC facilities outstanding during FY 2024-25 were substantially repaid during the current year, resulting in a reduction in borrowings and consequently affecting the ratio.

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

29. Related Party Disclosures

Name of Related Parties	Nature of Relationship
	Holding Company / Parent Company
	Entity having Significant Influence
Kody Media Pvt Ltd and Kody Middle East Holding LLC- FZ	Subsidiary Company
	Associate Company
Falcon Tech Robotics LLC	Joint Venture
	Fellow Subsidiary
Space Box, Datamac Analytics, Kody Equipments Pvt Ltd, Star Technocrats Pvt Ltd, Arvind Anticor Limited	Enterprise over which KMP is having Significant Influence
Sanjay Kidecha, Akshay Shah (From 6-01-2026), Niraj Sanghvi (Till 6-10-2025)	Key Management Personnel (KMP)
Manv Patel, Manali Patel, Pooja Patel	Director

b. The following transactions were carried out with the related parties in ordinary course of business during the year:

Nature of Transaction	Holding Company	Entity having Significant Influence	Subsidiary Company	Associate / Joint Venture Company	KMP	Enterprise over which KMP is having Significant Influence	Total
Transactions during the year							
Purchase of Goods							
Sales of Goods & Services			773.45	1335.99		650.15	2759.59
Loan Taken					37.59	200.00	237.59
Loan Repaid						200.00	200.00
Loan Given			87.06	2403.10			2490.16

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

Disclosure with respect to Accounting Standard (AS 18) on Related Parties:

Nature of Transaction	Holding Company	Entity having Significant Influence	Subsidiary Company	Associate / Joint Venture Company	KMP	Enterprise over which KMP is having Significant Influence	Total
Remuneration					287.38		287.38
Intrest Paid					8.56	6.44	15.00
Intrest Received							
Rent Advance Paid						27.18	27.18
Contribution Towards Equity			19.46	9.71			29.17
Rendering of Services (Office Rent)						216.00	216.00
Rent Deposit given							
Receiving of Services							
Sitting Fees Paid To Directors							

Note:-Previous year figures are in brackets.

c. Balance as at 31.03.2026 :

(Amount in Lakhs.)

Particulars	Relationship	As at 31st March, 2026	As at 31st March, 2025
Receivable		650.15	.00
Payable			
Loan Taken	Director	37.59	91.97
Loan Given	Subsidiary and JV	2490.16	9.35
Advance Recoverable	Enterprise over which KMP is having Significant Influence	27.18	39.45

Note 30

KODY TECHNOLAB LIMITED**Note:30****OTHER STATUTORY INFORMATION**

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami Property.

(ii) Basis the information available with the Company as on the reporting date and as on the date on which financial statements are approved and authorised for issue, the Company does not have any transactions with the companies struck off. Further, the Company has not been declared as a wilful defaulter by any Bank / Financial Institution / any other lender.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual currency during the financial year.

(v) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

(vi) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) Immovable Properties owned by the compnay on its name, and further for immovable properties taken on lease, lease agreements are executed with Lessor.

(ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(x) The Company did not have any scheme of arrangement / amalgamation executed in past wherein the accounting is not in compliance with the applicable accounting principles.

(xi) The Company has given loan to employees with the terms being repayable on demand or without repayment terms.

(xii) Previous years' figures have been regrouped and rearranged wherever necessary to comply with requirement of AS.

Independent Auditor's Report

To the Members of
KODY TECHNOLAB LIMITED.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Kody Technolab Limited ("Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity, and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the un-audited financial statements / financial information certified by the Management in respect of the foreign subsidiary and foreign associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India (including AS), of the consolidated state of affairs of the Group and its associate as at 31 March 2026, of its consolidated profit, consolidated total income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

Audited Foreign Subsidiary (Kody Middle East Holding L.L.C-FZ, UAE)

We did not audit the financial statements of Kody Middle East Holding L.L.C-FZ, whose statements reflect total assets of ₹ 2104.96 Lakhs as at 31 March 2026, revenue of ₹ Nil, net profit after tax of ₹ 19.59 Lakhs, and net cash flows of ₹ 18.80 Lakhs for the year then ended. These financial statements have been audited by another auditor whose report has been furnished to us. Our opinion on the consolidated financial statements, in so far as it relates to this subsidiary, is based solely on the report of the other auditor.

Audited Foreign Associate (Falcon Tech Robotics LLC, UAE):

We did not audit the financial statements of Falcon Tech Robotics LLC, whose statements reflect the Group's share of net loss after tax and total comprehensive loss of AED 14.03 Lakhs (equivalent to ₹ 337.57 Lakhs / ₹ 351.60 Lakhs) for the year ended 31 March 2026. These financial statements have been audited by another auditor whose report has been furnished to us. Our opinion on the consolidated financial statements, in so far as it relates to this associate, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the financial statements / financial information certified by the Management.

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

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Independent Auditor's Report

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's Responsibility for the Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other total income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption.

Independent Auditor's Report

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (b) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the management's self certified separate financial statements of such subsidiaries, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

Independent Auditor's Report

2B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of Management's self-certified reports on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

- a. The Company does not have any pending litigations which would impact its financial position.
- b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2026
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d (i). The management of the Holding Company represented to us that, to the best of their knowledge and belief, as disclosed the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii). The management of the Holding Company represented to us that, to the best of their knowledge and belief, as disclosed in the consolidated financial statements, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii). Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- e. The company has not declared or paid any dividend during the year is in accordance with section 123 of the Companies Act 2013", Hence clause not applicable.
- f. Based on our examination which included in test checks, the Holding Company and its subsidiary companies incorporated in India, whose financial statements have been audited under the Act, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of such subsidiary companies, did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company and its subsidiaries as per the statutory requirements for record retention

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2026.

KHANDHAR & ASSOCIATES

(Chartered Accountants)

FRN.: 118940W

CA. VIPUL B. KHANDHAR

(Partner)

Membership No.105986

UDIN:- 26105986JFJLSW1047

Date:- 06/05/2026

Annexure A

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Kody Technolab Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

KHANDHAR & ASSOCIATES
(Chartered Accountants)

CA. VIPUL B. KHANDHAR
Membership No.105986
FRN.: 118940W
UDIN:- 26105986JFJLSW1047
Date:- 06/05/2026

Annexure B

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Kody technolab Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Kody Technolab Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date. In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Holding Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Independent Auditor's Report

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For KHANDHAR & ASSOCIATES
(Chartered Accountants)
FRN: 118940W

CA. VIPUL B. KHANDHAR
Membership No.105986
FRN.: 118940W
UDIN:- 26105986JFJLSW1047
Date:- 06/05/2026

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Consolidated Balance Sheet as at March 31st, 2026

(Amount in Lakhs.)

Particulars	Meeting Notes	31st March, 2026	31st March, 2025
(I) EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2	1429.35	1274.76
(b) Reserves and Surplus	3	18444.58	4192.96
(c) Share Warrents Application	4	1650.10	2443.00
(d) Minority Interest	4.1	3.07	.00
2. Non-current liabilities			
(a) Long-term borrowings	5	688.27	.00
(b) Deferred tax liabilities (Net)	6	80.33	5.36
(c) Long term provisions	7	119.65	
3. Current liabilities			
(a) Short-term borrowings	8	88.10	1306.00
(b) Trade payables	9		
(i) Total outstanding dues of micro enterprises and small enterprises; and	-	256.77	111.85
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		752.45	886.99
(c) Other current liabilities	10	2142.57	877.02
(d) Short-term provisions	11	955.72	85.50
Total		26610.95	11183.44
(II) ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment and Intangible assets	12		

Kody Technolab Limited

Particulars	Meeting Notes	31st March, 2026	31st March, 2025
(i) Property, Plant and Equipment	-	3548.87	655.31
(ii) Intangible assets	-	1632.88	.10
(iii) Capital work-in-progress	-	.00	844.03
(iv) Intangible assets under development		1606.53	
(b) Non-current investments	13	3624.84	2826.12
(c) Deferred tax assets (net)			
(d) Long-term loans and advances	14	2842.97	1438.98
(e) Other non-current assets	15	550.24	519.06
2. Current Assets			
(a) Current investments			
(b) Inventories	16	349.85	666.69
(c) Trade receivables	17	4220.43	3478.39
(d) Cash and cash equivalents	18	4285.54	419.77
(e) Other current assets	19	3948.81	334.99
Total		26610.95	11183.44
Significant notes to account	1		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached herewith. For and on behalf of
KHANDHAR & ASSOCIATES
 (Chartered Accountants)
 FRN: 118940W

For and on behalf of board of directors
Kody Technolab Limited
 (CIN:L72900GJ2017PLC097244)

CA. VIPUL B. KHANDHAR
 (Partner)
 Membership No.105986
 UDIN:- 26105986JFJLSW1047

MANAV SUBHASH CHANDRA PATEL
 Managing Director
 DIN: 07409757

MRS. MANALI KRUNAL PATEL
 Wholetime Director
 DIN: 07792457

DATE: 06/05/2026
PLACE: AHMEDABAD

Akshay Shah
 Chief Financial Officer

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Consolidated Profit and Loss for the Year Ended as on March 31st, 2026

Particulars	Notes	31st March, 2026	31st March, 2025
I. Revenue from Operations	20	8028.18	7177.18
II. Other income	21	672.52	125.13
III. Total Income (III)		8700.70	7302.32
IV. Expenses			
(a) Cost of materials consumed	22	2708.31	3192.81
(b) Purchases of Stock-in-Trade	-		
(c) Changes in Inventories	23	324.58	-640.33
(d) Employee benefits expense	24	1016.43	687.54
(e) Finance cost	25	78.69	73.70
(f) Depreciation and amortization expense	12	269.75	140.71
(g) Other expenses	26	1598.35	1444.68
Total expenses (IV)	-	5996.11	4899.11
V. Profit before exceptional & extra-ordinary items & tax (III-IV)	-	2704.59	2403.21
VI. Exceptional items		.00	.00
VII. Profit before extraordinary items and tax (V - VI)		2704.59	2403.21
VIII. Extraordinary items		.00	.00
Share of Profit/(Loss) in Joint Venture		140.64	
IX. Profit before tax (VII- VIII)		2563.95	2403.21
X. Tax expense			
(1) Current tax		812.73	601.79
(2) Excess/(Short) Provision		.00	
(3) Deferred tax		74.97	39.18

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Consolidated Profit and Loss for the Year Ended as on March 31st, 2026

Particulars	Notes	31st March, 2026	31st March, 2025
XI. Profit (Loss) for the period from continuing operations (VII-VIII)		1676.24	1762.24
XII. Profit/(loss) from discontinuing operations		.00	.00
XIII. Tax expense of discontinuing operations		.00	.00
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		.00	.00
XV. Profit (Loss) for the period (XI + XIV)		1676.24	1762.24
XVI. Earnings per equity share (Amt. in Actual)			
(1) Basic		11.727	13.824
(2) Diluted		11.602	12.463
No of share used in computing earning per share			
-Basic (End of period outstanding share)		14293460	12747560
-Diluted (End of period outstanding share)+ share warrant thereof		14447360	14139560

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached herewith. For and on behalf of
KHANDHAR & ASSOCIATES
 (Chartered Accountants)
 FRN: 118940W

For and on behalf of board of directors
Kody Technolab Limited
 (CIN:L72900GJ2017PLC097244)

CA. VIPUL B. KHANDHAR
 (Partner)
 Membership No.105986
 UDIN:- 26105986JFJLSW1047

MANAV SUBHASH CHANDRA PATEL
 Managing Director
 DIN: 07409757

MRS. MANALI KRUNAL PATEL
 Wholetime Director
 DIN: 07792457

DATE: 06/05/2026
PLACE: AHMEDABAD

Akshay Shah
 Chief Financial Officer

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Consolidated Cashflow Statement for the year ended March 31st, 2026

(Amount in Lakhs)

Particulars	31st March, 2026	31st March, 2025
Cash flow from operating activities		
Net profit before tax	2563.95	2403.21
Adjustments for :		
Depreciation	269.75	140.71
Interest income	-31.69	-105.29
TDS receivable written off		-5.20
Long term Provision	119.65	
Finance cost	78.69	-73.70
Other non-cash expense	7.74	.00
Operating profit before working capital adjustment	3008.07	2359.73
Adjustment for changes in working capital		
Trade and other payable	10.38	919.72
Other current liabilities	1265.55	546.11
Changes in inventories	316.84	-640.33
Trade and other receivables	-742.04	-1775.38
Short term provision	870.22	10.50
Other current assets	-2757.75	164.58
Share from JV		
Cash flow generated from operations		
Changes in Tax	-812.73	-601.79
Net cash flow from operating activities (A)	1158.55	983.13

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Consolidated Cashflow Statement for the year ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Cash flow from investing activities		
Other current asset for capex	-856.08	0.00
Sale of fixed assets		
Long-term loans and advances	-1403.99	-1747.12
Investment	-798.71	-2827.12
other non current asset	-31.18	0.00
Interest income	31.69	105.29
Purchase of fixed assets	-5558.59	-641.40
Net Cash flow from Investing activites (B)	-8616.86	-5110.36
Cash flow from financing activities		
Proceed from security premium	12564.28	0.00
Shares warrant application	-792.90	2443.00
Share of Minority Interest	6.43	0.00
Finance cost	-78.69	73.70
Proceed from Short term borrowings	-1217.91	1206.35
Proceed from long term borrowings	688.27	9.34
Proceed from subscription of equity	154.59	1.00
Net cash flow From financing activities (C)	11324.07	3733.39

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Consolidated Cashflow Statement for the year ended March 31st, 2026

Particulars	31st March, 2026	31st March, 2025
Increase/(Decrease) in cash and cash equivalents (A+B+C)	3865.77	-393.84
Cash and cash equivalent at the beginning of the year	419.77	813.61
Cash & cash equivalent at the end of the year	4285.54	419.77

As per our report of even date attached herewith.For and on behalf of

KHANDHAR & ASSOCIATES
(Chartered Accountants)
FRN: 118940W

For and on behalf of board of directors

Kody Technolab Limited
(CIN:L72900GJ2017PLC097244)

CA. VIPUL B. KHANDHAR
(Partner)
Membership No.105986
UDIN:- 26105986JFJLSW1047

MANAV SUBHASH CHANDRA PATEL
Managing Director
DIN: 07409757

MRS. MANALI KRUNAL PATEL
Wholetime Director
DIN: 07792457

DATE: 06/05/2026
PLACE: AHMEDABAD

Akshay Shah
Chief Financial Officer

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

1. Background

Kody technolab Limited is a Public company incorporated on . It is classified as Non-government company and is registered at Registrar of Companies, Ahmedabad. The registered office address is 2ND FLOOR BLOCK J, SAFAL MONDEAL RETAIL PARK Bodakdev Ahmedabad Gujarat India 380054.

2. Significant accounting policies

2.1. Basis of Preparation (AS 1 - Disclosure of Accounting Policies)

The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with generally accepted accounting principles in India ('Indian GAAP'). These financial statements comply in all material respects with the Accounting Standards (AS) notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013. The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest Rupee, unless otherwise stated.

2.2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and disclosures of contingent assets and liabilities at the date of the financial statements and the results of operations during the reporting period. Actual results could differ from those estimates. Any revision to such accounting estimates is recognised prospectively in the current and future periods.

2.3. Revenue Recognition (AS 9 - Revenue Recognition)

(a) Revenue from Sale of Robots & Hardware

Revenue from sale of robotic systems, machines, components and hardware is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, recovery of consideration is probable, associated costs and possible return of goods can be estimated reliably, and the amount of revenue can be measured reliably. Revenue from product sales is recorded net of trade discounts, returns and Goods & Services Tax (GST). Revenue from long-term contracts for supply and integration of robotic systems is recognised using the Percentage of Completion Method where the outcome can be reliably estimated.

(b) Revenue from ERP / Software Services

Revenue from ERP implementation and related services is recognized based on achievement of contractual milestones as specified in the agreement entered into with customers. Where contracts provide for milestone-based billing, revenue is recognized upon completion of identified milestones and when the corresponding right to receive consideration is established. Milestones are determined based on measurable deliverables such as completion of design, development, deployment, testing, implementation, customization, training, or other agreed project stages. Revenue is recognized only when:

- The stage of completion can be reliably measured;
- Contractual obligations relating to the milestone are substantially fulfilled; and
- There is reasonable certainty of ultimate collection.

Amounts received in advance for incomplete milestones are disclosed as contract liabilities / advances from customers until the related performance obligation is completed.

(c) Other Income

Interest income is recognised on time proportion basis. Dividend income is recognised when the right to receive dividend is established. Profit or loss on sale of investments is recognised at the time of sale.

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

2.4. Property, Plant & Equipment (AS 10 - Accounting for Fixed Assets)

Property, Plant & Equipment (PPE) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and all directly attributable costs of bringing the asset to its working condition for its intended use. Subsequent expenditure is capitalised only if it increases the future economic benefits from the asset beyond the previously assessed standard of performance. Repairs and maintenance costs are expensed as incurred.

During the Financial year as on 31st March,2026 fire has been occurred in Gift City office on 28/03/2026 and furniture and fixtures and assets had been damaged which has been reconditionable and repairable so no material effect given in WDV value and depretiation has been claimed on the same.

2.5. Depreciation

Depreciation on tangible fixed assets is provided using the Straight Line Method (SLM) based on the useful lives prescribed under Schedule II of the Companies Act, 2013. Depreciation is calculated on a pro-rata basis from the date of acquisition. Assets costing less than Rs. 5,000/- individually are fully depreciated in the year of purchase.

Asset Category	Useful Life (Years)	Method
Building	60	WDV
Computers	3	WDV
Equipments	15	WDV
Furniture & Fittings	10	WDV
Gift City (WIP)	20	WDV

2.6. Intangible Assets & Amortisation (AS 26 - Intangible Assets)

Intangible assets comprising acquired software licences, proprietary ERP platform (internally developed), and purchased patents are recognised at cost. Internally generated intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably (development phase costs only; research phase costs are expensed). Intangible assets are amortised on a SLM basis over their estimated useful lives:

Asset Category	Useful Life (Years)	Method
Intangible Assets(Others)	5	WDV
Intangible Assets(software)	3	WDV

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

2.7. Inventories (AS 2 - Valuation of Inventories)

- Inventories are valued at the lower of cost or net realisable value.
- Cost of raw materials, components, stores and spares is determined on the First-In-First-Out (FIFO) basis.
- Cost of Work-in-Progress and Finished Goods (robots and assemblies) includes direct material cost, direct labour, and an appropriate share of manufacturing overheads.
- Traded goods (resale hardware) are valued at cost on FIFO basis.
- Net Realisable Value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.
- Obsolete and slow-moving inventories are identified periodically and written down.

2.8. Foreign Currency Transactions (AS 11)

Foreign currency transactions are recorded on initial recognition in the reporting currency (Indian Rupees) at the exchange rate on the date of the transaction. For export transactions of robotic systems and IT services, the Company adopts the exchange rate as notified by the Central Board of Indirect Taxes & Customs (CBIC / Customs Notification) for the relevant fortnight / period in which the transaction is recorded. The same rate is applied for the purpose of:

- Recording the export revenue in the books of account
- Booking the corresponding foreign currency receivable (trade debtors for exports) in Indian Rupees; and
- Reporting the outstanding balance as at the Balance Sheet date at the closing rate applicable (rate as notified by Customs / RBI reference rate).

Monetary assets and liabilities denominated in foreign currencies outstanding at the Balance Sheet date are restated at the closing exchange rate. The resulting exchange differences, whether gain or loss, are recognised in the Statement of Profit & Loss in the period in which they arise, in accordance with AS 11.

Disclosure under AS 11 Para 52 / RBI / SEBI LODR

The Company has NOT entered into any forward exchange contracts, options, swaps, or any other derivative instruments for hedging its foreign currency exposure arising from export transactions. The entire foreign currency receivable is therefore exposed to foreign exchange fluctuation risk.

The unhedged foreign currency exposure as at March 31, 2025 is as under:

Particulars	Amount (Foreign Currency) / INR Equivalent
Export Trade Receivables (USD)	3,801,345
Advance received against exports (Foreign Currency)	
Any other monetary item in foreign currency	3,653,551
Net Unhedged Exposure	

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

2.9. Employee Benefits (AS 15 - Employee Benefits)

(a) Short-term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Short-term employee benefits such as salaries, wages, bonus, and leave encashment expected to occur within twelve months are recognised as an expense at the undiscounted amount in the period in which the employee renders the related service.

(b) Post-employment Benefits - Gratuity (Defined Benefit)

The liability for gratuity is determined on the basis of an actuarial valuation as at the Balance Sheet date using the Projected Unit Credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. The Company funds the gratuity obligation through a Group Gratuity Trust / LIC policy.

Retirement Benefits in the form of provident fund contributions are charged to the Profit & Loss Account of the period when the contributions to the fund are due. There are no obligations other than the contribution payable to the fund. Provision of Gratuity Act, 1972 are applicable to the company. As per the actuarial valuation report taken, the company had provided provision for Gratuity of Rs 71.82 Lakhs up to the current year.

(c) Provident Fund (Defined Contribution)

The Company's contribution to the Employees' Provident Fund is charged to the Statement of Profit and Loss as incurred. The Company has no further obligation beyond the monthly contributions.

2.10. Taxes on Income (AS 22)

Current tax is determined as the amount of tax payable in respect of taxable income for the period in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognised, subject to the consideration of prudence, on timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised to the extent there is reasonable certainty that sufficient future taxable income will be available.

2.11. Borrowing Costs (AS 16)

Borrowing costs that are attributable to the acquisition, construction, or production of qualifying assets are capitalised as part of the cost of such assets until such time as the assets are ready for their intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

2.12. Impairment of Assets (AS 28)

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognised in the Statement of Profit and Loss.

2.13. Provisions, Contingent Liabilities & Contingent Assets (AS 29)

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted. Contingent liabilities are disclosed unless the possibility of an outflow of resources is remote. Contingent assets are not recognised.

Kody Technolab Limited

(CIN:L72900GJ2017PLC097244)

Notes to Financial Statements for the year ending on March 31st, 2026

2.14. Earnings Per Share (AS 20)

Basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

2.15. Cash & Cash Equivalents

Cash and Cash Equivalents for the purpose of the Cash Flow Statement comprise cash on hand and at bank and short-term investments with an original maturity of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of changes in value.

2.16. Impairment of Assets (AS 28)

The carrying values of assets are reviewed for impairment at each Balance Sheet date. An impairment loss is recognised when the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value in use. Any impairment loss is recognised in the Statement of Profit & Loss.

2.17. Leases (AS 19)

Leases where the lessor effectively retains substantially all the risks and benefits of ownership are classified as operating leases. Operating lease payments are recognised as an expense on a straight-line basis over the lease term unless another systematic basis is more representative.

2.18. SEGMENT REPORTING (AS 17)

The Company is primarily engaged in a single business segment and operates predominantly within a single geographical segment. Accordingly, disclosure requirements prescribed under Accounting Standard (AS) 17 - Segment Reporting are not applicable. As per Accounting Standard (AS) 17, segment reporting is required where an enterprise has identifiable business segments or geographical segments that are subject to risks and returns different from those of other segments. Segment reporting is generally applicable when:

- The enterprise has multiple distinguishable business activities generating different risks and returns; or
- The enterprise operates in different geographical areas having varying economic environments; and
- Segment information is relevant for assessing performance and resource allocation.

Since the Company's operations are considered to constitute a single reportable segment, no separate segment disclosures are required.

2.19. RELATED PARTY DISCLOSURES (AS 18)

In accordance with AS 18 - Related Party Disclosures, the following parties are identified as related parties of the Company:

Category	Name of Party & Relationship
Subsidiary Company	Kody Media Private limited
Foreign Subsidiary Company	Kody Middle East FZ LLC
Foreign Associate Company	Falcon Tech Robotics LLC

Kody Technolab Limited

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Notes to Financial Statements for the year ending on March 31st, 2026

Category	Name of Party & Relationship
Key Management Personnel (KMP)	Mr. Manav Subhashchandra Patel
Key Management Personnel (KMP)	Mrs. Manali Krunal Patel
Key Management Personnel (KMP)	Mrs. Pooja Sunny Patel
Relatives of KMP (with transactions)	Ms. Mansi Subhashchandra Patel
Enterprises under Common influence	Space Box
Enterprises under Common influence	Datamac Analytics
Enterprises under Common influence	Kody Equipments Pvt Ltd
Enterprises under Common influence	Star Technocrats Pvt Ltd
Enterprises under Common influence	Arvind Anticor Limited

A detailed schedule of all transactions with related parties during the year, their nature, and outstanding balances as at March 31, 2025 is disclosed separately in the Related Party Transaction (RPT) Schedule annexed to these financial statements, as required under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015

2.20. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE (AS 4)

The following material events have occurred after the Balance Sheet date (March 31, 2025) and up to the date of approval of these financial statements by the Board of Directors:

During the Financial year as on 31st March, 2026 fire has been occurred in Gift City office on 28/03/2026 and furniture and fixtures and assets had been damaged which has been reconditionable and repairable so no material effect given in WDV value and depreciation has been claimed on the same.

2.21. GENERAL NOTES, PRIOR PERIOD ITEMS & CHANGE IN ACCOUNTING POLICIES (AS 1 & AS 5)

- The financial statements have been prepared after making all necessary adjustments required to give a true and fair view in accordance with Indian GAAP.
- Prior period items, if any, of material nature have been disclosed separately, with their nature and amount, in accordance with AS 5.
- There is no change in accounting policies adopted by the Company during the current year as compared to the previous year, except as specifically disclosed.
- Figures for the previous year have been regrouped / reclassified wherever necessary to make them comparable with the current year's presentation.
- All figures are in Indian Rupees (₹) unless specifically stated otherwise.
- The financial statements were approved for issue by the Board of Directors on [Date].

Kody Technolab Limited

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

2. Share Capital

2.1. Authorized Share Capital

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Authorised 16000000 (As on 31st March, 2025 : 14500000) (As on 31st March, 2026 : 16000000) Equity Share of Rs. 10 Each	1600.00	1450.00
Total	1600.00	1450.00

2.2. Issued, Subscribed And Paid up Capital Share Capital

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Issued, Subscribed and Paid up Share capital at the beginning of the year	1274.76	637.38
Share capital Issued during the year	154.59	0.00
Bonus Shares issued	0.00	637.38
Total	1429.35	1274.76

- Bonus Shares Issued (FY 2024–2025): During the financial year ended 31st March, 2025, the company capitalized its reserves/surplus to issue bonus equity shares worth **₹637.38 Lakhs** in the ratio of 1:1.
- Fresh Allotment (FY 2025–2026): During the financial year ended 31st March, 2026, the company issued and allotted additional share capital amounting to **₹154.59 Lakhs**.
- Rights, Preferences, and Restrictions Attached to Shares: The company has only one class of equity shares having a par value. Each holder of equity shares is entitled to one vote per share and equal right to dividends, if declared.

2.3. Reconciliation of number of shares:

(Amount in Lakhs.)

Particulars	31st March, 2026		31st March, 2025	
	No. of Shares	Amount ₹	No. of Shares	Amount ₹
Shares outstanding at beginning of year	12747560	1274.76	6373780	637.38
Add: Shares issued during the year	1545900	154.59	6373780	637.38
Shares outstanding at end of year	14293460	1429.35	12747560	1274.76

- During the Financial Year under review, the paid-up Equity Share Capital of the Company increased from Rs. 12,74,75,600/- (Rupees Twelve Crore Seventy Four Lakhs Seventy Five Thousand Six Hundred Only), divided into 1,27,47,560 equity shares of Rs. 10/- each, to Rs. 14,29,34,600/- (Rupees Fourteen Crore Twenty Nine Lakhs Thirty Four Thousand Six Hundred Only), divided into 1,42,93,460 equity shares of Rs. 10/- each, pursuant to the following allotments:

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

2.4. Details of share holders holding more than 5%

(Amount in Lakhs.)

Name of Shareholder/Company	31st March, 2026		31st March, 2025	
	No. of Shares	% of total shares	No. of Shares	% of total shares
Mr Manav Subhashchandra Patel	94.53	66.14%	83.66	65.63%
Total	94.53	66.14%	83.66	65.63%

2.5. Terms/Rights attached to the share

(i) The Company has one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets after distribution of all preferential amounts, in proportion to the number of equity shares held.

(iii) The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

2.6. Shares held by promoters:

(Amount in Lakhs.)

Name of Shareholder/Company	31st March, 2026		31st March, 2025	
	No. of Shares	% of total shares	No. of Shares	% of total shares
Mr Manav Subhashchandra Patel	94.53	66.14%	83.66	65.63%
Mrs. Manali Krunal Patel	4.72	3.30%	4.72	3.70%
Mrs. Pooja Sunny Patel	4.72	3.30%	4.72	3.70%
Total	103.97	72.74%	93.10	73.03%

3. Reserves and Surplus

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Retained Earnings		
Opening balance*	2367.69	610.65
Add Trf during the Year	0.00	-5.20
Add Prior period Income	7.74	0.00
Profit during the year	1676.24	1762.24

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Profit from Subsidiaries	3.37	0.00
Sub Total	4055.03	2367.69
Security Premium		
Opening balance*	1825.27	2462.65
Add: security premium	12633.88	
Less: Bonus share issued	-69.60	-637.38
Sub Total	14389.55	1825.27
Closing Balance	18444.58	4192.96

Nature & Purpose of Reserves

Security Premium

Security Premium is used to record the premium on issue of Shares. The reserve is utilised in accordance with the provisions of Act.

Retained Earnings

Retained Earning is a free reserve under the Companies Act, 2013

4. Share Warrants Application

Particulars	31st March, 2026	31st March, 2025
Old Share Warrants Application	.00	2443.00
New Share Warrants Application	1650.10	.00
Closing Balance	1650.10	2443.00

(i) On January 30, 2026 and February 21, 2026, the Company allotted an aggregate of 6,96,000 equity shares upon conversion of 6,96,000 convertible warrants;

(ii) On January 31, 2026 and February 21, 2026, the Company also allotted an aggregate of 6,96,000 bonus equity shares in the ratio of 1:1 on the equity shares issued pursuant to such warrant conversions; and

(iii) On February 19, 2026, the Company made a preferential allotment of 1,53,900 equity shares to entities belonging to the Non-Promoter category.

Kody Technolab Limited

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

Nature & Purpose of Reserves

Security Premium

Security Premium is used to record the premium on issue of Shares. The reserve is utilised in accordance with the provisions of Act.

Retained Earnings

Retained Earning is a free reserve under the Companies Act, 2013

4.1. Minority Interest

Particulars	31st March, 2026	31st March, 2025
Minority Interest	3.07	0
Total	3.07	0

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Notes Forming Part Of The Consolidated Financial Statements For The Year Ended March 31, 2026

5. Long-Term Borrowings

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Secured Loans		
SMFG LAP Loan	686.18	.00
Loan from Director	2.09	.00
Total	688.27	.00

Note: The Company has availed a Loan Against Property (LAP) facility of Rs. 7.50 Crore at a floating interest rate of 9.50% per annum, repayable over a tenure of 10 years. The facility is secured by way of an equitable mortgage through deposit of title deeds of the commercial property situated at Office Nos. 1301 and 1302, 13th Floor, Satyamev Elite, Ahmedabad, Gujarat, India – 380058.

6. Deferred tax liabilities (Net)

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Deferred tax liabilities (Net)	80.33	5.36
Total	80.33	5.36

Note: Deferred tax asset/liability is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary difference & the carry forward of unused tax credits & unused tax losses can be utilised.

7. Long-term provisions

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Provision for Leave encashment	35.86	.00
Provision for Gratuity	70.28	.00
Rent Deposit	13.50	.00
Total	119.65	.00

Note: The net gratuity liability recognised in the Balance Sheet amounts to ₹71.82 Lakhs, comprising ₹1.54 Lakhs classified as Current Liability and ₹70.28 Lakhs classified as Non-Current Liability.

The net expense/(income) recognised in the Statement of Profit and Loss amounts to ₹(3.68) Lakhs for the year."

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

8. Short Term Borrowing

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Secured Loan		
EPC from bank	0.00	943.15
Kotak Bank FDOD	0.00	269.31
Current maturity of Long term borrowing	48.76	0.00
Unsecured Loan		
Directors Deposit	39.34	93.54
Total	88.10	1306.00

Note:

The Deposit given by directors costs interest & are repayble on demand

9. Trade Payables

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Total outstanding dues of creditors other than micro enterprises and small enterprises		
MSME Trade Payables	256.77	111.85
Others Trade Payables	738.58	737.28
Other Payables	13.87	149.71
Total	1009.22	998.84

Note:

The Deposit given by directors costs interest & are repayble on demand

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Notes Forming Part Of The Financial Statements For The Year Ended March 31st, 2026

2024-25

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) NON MSME	765.06	121.93	.00	.00	886.99
(II)micro enterprises and small enterprises	104.07	7.78	.00	.00	111.85
(III)Disputed Dues MSME	.00	.00	.00	.00	.00
(IV)Disputed Dues-Others	.00	.00	.00	.00	.00
Total	869.13	129.71	.00	.00	998.84

2025-26

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed					
MSME	211.08	45.69	.00	.00	256.77
Others	733.25	10.08	9.13	.00	752.45
Disputed					
Grand Total	944.32	55.77	9.13	.00	1009.22

10. Other Current Liabilities

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Duties and Taxes	62.75	631.43
MSME Interest	15.90	2.54
Other current Liability	.00	238.87
Advance from Customers	4.27	4.18

Kody Technolab Limited

technolab	6.50	.00
Account payable	2053.15	.00
Total	2142.57	877.02

11. Short-Term Provisions

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
other Provisions	134.26	77.46
Provision for Gratuity	1.54	.00
Provision for Leave Encashment	1.40	.00
Provision for Income Tax	812.73	.00
Employee benefit Exp. Payable	5.80	4.68
Statutory Dues Payable	.00	3.36
Total	955.72	85.50

13. Non-current investments

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Falcon Tech Robots LLC	.00	95.36
World EMS	3750.00	2725.00
Falcon Tech Robots LLC -Equity	-130.93	.00
Kody Middle East Setup	5.76	5.76
Total	3624.84	2826.12

Note:

Basis of Valuation: Non-current investments are carried at cost. Provision for diminution in the value of investments is made only if such a decline is considered other than temporary in nature

Kody Technolab Limited

FD wise details

(Amount in Lakhs.)

Sr. No.	Name of the Bank	Rate	Amt	Date of Investment	Date of Maturity	Total Interest Accrued for the year	TDS Deducted	Accounted in Book	Provision for Accrued interest	Provision for Accrued interest Physically Verified / Lien Verified (Yes/No)
1	Kotak Mahindra Bank	7	100	31-03-2024	19-05-2026	6.96	.77	6.96		Lien
2	Kotak Mahindra Bank	7	100	31-03-2024	19-05-2026	6.96	.77	6.96		Lien
3	Kotak Mahindra Bank	7	100	31-03-2024	19-05-2026	6.96	.77	6.96		Lien

Investment in other than subsidiaries

(Amount in Lakhs.)

Sr. No.	Name of the Company	No. of Shares held	Per Share Value	Total Amount	% of holding	Date of Investment	Whether any loan given to subsidiary (Yes/No)	Amount of Loan	Whether any guarantee / securities given to subsidiary (Yes/No)	Amount of Guarantee
1	World EMS Pvt Ltd	937500	400	3750.00	18.75%	30/09/24	No		No	
2	Falcon Tech Robots LLC	40	1000 AED	9.71	40%	24/07/25	Yes	2403.10	No	

14. Long-term loans and advances

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Falcon Tech Robots LLC - Loan	2403.10	.00
PLATINUM GROUP FOR BUSINESSMEN SERVICES LLC-Loan	95.36	95.43
Bank FD	341.34	1340.55
Advance for employee	.00	3.00
Loan to Employees	3.17	
Total	2842.97	1438.98

Note:

Advances provided to group company are charged with Interest and are repayable on demand.

Kody Technolab Limited

15. Other non-current assets

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
NSDL Deposit	.18	.18
CDSL Deposit	.18	.18
Space Box Deposit	485.33	485.33
Vehicle Box Deposit	31.00	1.00
GIFT City Office Deposit	33.55	32.38
Total	550.24	519.06

16. Inventories

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Closing Stock	349.85	666.69
Total	349.85	666.69

17. Trade receivables

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Trade Receivables Others	4220.43	3478.39
Total	4220.43	3478.39

2025-26

Particulars	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Disputed Trade Receivable - Considered good	-	-	-	-	-	-
Disputed Trade Receivable - doubtful	-	-	-	-	-	-
Undisputed Trade Receivables - considered Good	1414.95	2794.21	1.42	9.85	-	4220.43
Undisputed Trade Receivables - Doubtful	-	-	-	-	-	-
Grand Total	1414.95	2794.21	1.42	9.85	-	4220.43

Kody Technolab Limited

2024-25

Particulars	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Disputed Trade Receivable - Considered good	-	-	-	-	-	-
Disputed Trade Receivable - doubtful	-	-	-	-	-	-
Undisputed Trade Receivables - considered Good	2485.65	932.63	60.12	-	-	3478.39
Undisputed Trade Receivables - Doubtful	-	-	-	-	-	-
Grand Total	2485.65	932.63	60.12	-	-	3478.39

18. Cash and Cash Equivalents

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Cash in Hand	7.74	10.16
Balance With Banks	3154.49	409.61
Share Warrant Application Bank Account	.16	.00
Debit Balance of Bank OD	1123.14	.00
Total	4285.54	419.77

Kody Technolab Limited

19. Other Current Assets

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Balance with Income Tax Dept.	64.24	22.45
Balance with GST DEPT.	281.04	146.91
Trade Advance	1290.43	5.89
Advances for capax	856.08	19.35
Advances for wip GIFT CITY	.00	1.16
Advance rent payment	.00	33.75
PRE-OPERATIVE EXPENSE	120.84	105.48
Export GST Receivable	33.79	.00
Prepaid Annual Charges	2.04	.00
Unbilled Receivables	1054.06	.00
Prepaid Expense	64.41	.00
Balances with Revenue authorities	78.05	.00
Advance to Creditors	.56	.00
Deep Panchal	5.50	.00
Pre-registration Input VAT	97.78	.00
Total	3948.81	334.99

Kody Technolab Limited

12. Property, Plant and Equipment and Intangibles assets

(Amount in Lakhs.)

Particulars	Equipments	Computers	Furniture & Fittings	Building	Intangible Assets (software)	Gift City (WIP)	Intangible Asset Under Developm ent	Intangi ble Software	Odigo Robots	Total Assets
FY-24-25										
Gross carrying amount										
Bank Interest	44.41	41.95	4.24	608.38	.17	380.07	.00	.00	.00	1079.21
Additions	86.79	6.45	.00	.00	.05	127.04	421.16	.00	.00	641.48
Disposals										.00
As at March 31, 2025	131.20	48.40	4.24	608.38	.22	507.10	421.16	.00	.00	1720.69
Accumulated depreciation										.00
As at March 31, 2024	14.35	32.04	1.22	32.89	.04	.00		.00	.00	80.54
Charge for the year	19.80	7.79	.79	8973.11	.08	.00	84.23	.00	.00	9085.80
On disposals				8940.22				.00	.00	8940.22
As at March 31, 2025	34.15	39.83	2.01	60.92	.12	.00	84.23	.00	.00	221.25
Net carrying amount as at March 31, 2025	97.05	8.57	2.23	547.46	.10	507.10	336.93	.00	.00	1499.44
FY-25-26										
Gross carrying amount										
As at April 01, 2025	131.20	48.40	4.24		.22	507.10	421.16			1112.31
Additions	21.41	92.23	572.32	225.79	421.16	83.84	1664.77	1338.00	2212.39	6631.91
Disposals	.00	-.34	-2.62	-.02	.00	-590.86	-479.49			-1073.32
As at March 31, 2026	152.62	140.29	573.94	834.15	421.37	.09	1606.44	1338.00	2212.39	7279.28
Accumulated depreciation								.00	.00	
As at April 01, 2025	34.15	39.83	2.01	60.92	84.35	.00		.00	.00	221.25
Charge for the year	20.83	25.89	85.57	67.76	42.14	.00	.00	.00	27.55	269.75
On disposals										.00
As at March 31, 2026	54.98	65.72	87.58	128.68	126.49		.00	.00	27.55	491.00
Net carrying amount as at March 31, 2026	97.63	74.57	486.36	705.47	294.88	.09	1606.44	1338.00	2184.84	6788.28

Kody Technolab Limited

20. Revenue from Operations

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Revenue from Sale of Products and Services		
Sale of Goods- Export	1440.58	3536.60
Sale of Goods- Domestic	1452.05	12.81
Sale of Services- Export	1386.60	3481.51
Sale of Services- Domestic	2694.89	146.26
Unbilled Revenue - Export	1054.06	
Total	8028.18	7177.18

21. Other Income

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Interest Income		
Interest on Fixed Deposits	8.48	105.29
Interest on Fixed Deposits - Prior Period	.02	.16
Interest on loan given to director	.00	2.03
Interest on Loan to Group Entity	23.20	3.41
Other Non Operating Income		
Discount Income	1.19	.04
Demo Income	.84	.00
Foreign Rate Fluctuation Gain	584.35	3.93
Duty Drawback Income	.44	.00
Employee Bond recovery income	.00	1.50
Rental Income	54.00	8.78
Total	672.52	125.13

Kody Technolab Limited

22. Cost of materials consumed

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Purchase robot Parts and Components	2183.70	3192.81
Software Purchase	524.61	0.00
Total	2708.31	3192.81

23. Change in inventories

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Closing Stock		
Raw Material	74.67	284.75
Finished Goods	275.18	381.94
Opening Stock		
Raw Material	42.38	26.36
Finished Goods	632.05	.00
Increase / (Decrease)	324.58	-640.33

24. Employee benefits expense

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Salary & Wages	787.61	663.86
Contribution to EPF & Other Funds	16.13	12.57
Gratuity Expense	15.89	11.11
Staff Welfare Expense	23.37	.00
Remmunuration to Directors	136.18	.00
Leave Encashment	37.26	.00
Total	1016.43	687.54

Kody Technolab Limited

25. Finance Cost

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Bank Interest	40.36	1.69
Processing Charges of Loan	7.50	.00
Interest on SMFG Loan	30.66	.00
Interest On EPC & OD Loan	.00	72.00
Bank charges	.07	.00
Interest on Loan	.10	.00
Total	78.69	73.70

Kody Technolab Limited

26. Other Expenses

(Amount in Lakhs.)

Particulars	31st March, 2026	31st March, 2025
Admin Expense	24.49	.00
Advertisement Expense	6.24	.00
Annual fees	25.12	15.51
Audit Fees	25.20	24.00
Bank Charges	9.18	4.60
Building Repair & Maintenance	1.57	.00
Business Development Expense	14.13	.00
Car Rent	75.10	73.80
Computer Expense	24.80	9.30
Consultancy Charges	294.25	98.74
Corporate Social Responsibility	4.85	18.26
Courier Expense	1.18	.15
Custom Duty Expense	.06	.00
Commission	32.17	9.00
Demurrage Charges	.00	23.27
Deployment Expense	25.04	.00
Donation	.00	10.11
Developer Hiring	109.68	.00
Electricity Expense	14.24	13.42

Kody Technolab Limited

Particulars	31st March, 2026	31st March, 2025
Event Expense	6.00	0.00
Freight Expense	7.62	12.13
Gardening Expense	0.27	0.22
Gst written off	18.94	0.00
Hotel Expenses	28.29	12.51
House Keeping Charges	5.97	0.00
Insurance Expense	0.59	0.86
Interest on Directors Deposit	10.06	0.00
Interest on EPFO	3.56	0.00
Interest on Esic	0.57	0.00
Interest on Income Tax	83.75	7.09
Interest on MSME	13.36	2.54
Interest on TDS	26.13	12.49
Intern Stipend Fees	52.95	0.00
Internal Audit fees	8.30	8.00
Jobwork Expense	0.00	4.88
Legal Fees	8.13	0.00
Municipal Tax	15.27	0.00
Miscellaneous expense	0.00	53.97

Kody Technolab Limited

Particulars	31st March, 2026	31st March, 2025
Membership Expense	0.00	0.31
Office Cleaning Expense	4.33	.00
Office Expense	94.76	334.62
Other Processing Charges	5.84	.00
Packing Expense	1.35	11.58
Petrol Expense	.41	0.20
Printer Rent	1.16	0.00
Printing and Stationery	10.13	0.97
Provision for Bad Debt	.24	316.37
Professional Fees	4.82	35.39
Redesign	41.00	0.00
Rent Expense	259.50	0.00
ROC Filing Fees	3.11	7.85
Rates & Taxes	0.00	7.23
Software Development Expense	0.00	7.60
Sponsorship Service	0.00	37.51
Software Subscription Expense	8.31	0.00
TDS Late Filing Fees	3.09	1.95
TDS Written Off	-2.37	5.20
Tea Nasta Expense	22.23	0.00

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Particulars	31st March, 2026	31st March, 2025
Telephone Expense	4.54	.44
Ticket Booking	39.78	0.00
Trade License Renewal	5.72	0.00
Transport Expense	7.32	0.00
Travelling Expense	59.74	17.60
Vehicle Repair and Maintenance	3.62	0.00
Visa Fees	5.83	0.00
Water Charges	1.26	0.00
Balance Written Off	6.79	245.00
Pre Operative Expense	13.23	0.00
Processing Fees	0.22	0.00
Late Fees	0.03	0.00
Interest on Loan	0.00	0.00
Promotion & Campaign Charges	6.24	0.00
Interest on Statutory Dues	2.59	0.00
Licensee Fees	6.50	0.00
Total	1598.35	1444.68

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27. Contingent Liabilities and Commitment

Particulars	31st March, 2026	31st March, 2025
(A) Contingent liabilities		
Income Tax	75.22	39.93
Other	0.00	80.61
GST	35.94	0.00
(B) Commitments		
Falcon Tech Robotics LLc	0.00	1668.26
Kody technolab v/s vira drones jv	0.00	2502.39
World ems	0.00	1275.00
Closing Balance	111.16	5566.19

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28. Ratios

Sr. No.	Ratios	2025-26	2024-25	Variance	Reason for Variance
1	Current Ratio	3.05	1.50	-104%	The variance in the Current Ratio is primarily due to significant advances paid to vendors for securing and executing robot orders, along with advances paid towards capital expenditure. These advances have impacted the composition of current assets and liabilities, resulting in the variation in the Current Ratio.
2	Debt-Equity Ratio	0.57	1.02	44%	
3	Return on Equity (ROE) Ratio	1.17	1.38	15%	
4	Inventory Turnover Ratio	7.74	9.13	15%	
5	Trade Receivables Turnover Ratio	1.90	1.70	-12%	
6	Trade Payables Turnover Ratio	4.27	4.60	7%	
7	Net Capital Turnover Ratio	0.93	4.40	79%	The variance in the Current Ratio is primarily due to significant advances paid to vendors for securing and executing robot orders, along with advances paid towards capital expenditure. These advances have impacted the composition of current assets and liabilities, resulting in the variation in the Current Ratio.
8	Net Profit Ratio	0.21	0.25	15%	
9	Return on Capital Employed (ROCE)	1.85	1.94	5%	
10	Debt Service Coverage ratio	3.30	1.84	-79%	The variance in the Debt-service coverage Ratio is primarily attributable to the repayment of Export Packing Credit (EPC) facilities during the current year. The EPC facilities outstanding during FY 2024-25 were substantially repaid during the current year, resulting in a reduction in borrowings and consequently affecting the ratio.

Related Party Disclosures

29. Disclosure with respect to Accounting Standard (AS 18) on Related Parties:

(Amount in Rs.)

Name of Related Parties	Nature of Relationship
	Holding Company / Parent Company
	Entity having Significant Influence
	Associate Company
Falcon Tech Robotics LLC	Joint Venture
	Fellow Subsidiary
Space Box, Datamac Analytics, Kody Equipments Pvt Ltd, Star Technocrats Pvt Ltd, Arvind Anticor Limited	Enterprise over which KMP is having Significant Influence
Sanjay Kidecha, Akshay Shah (From 6-01-2026), Niraj Sanghvi (Till 6-10-2025)	Key Management Personnel (KMP)
Manv Patel, Manali Patel, Pooja Patel	Director
Manv Patel, Manali Patel, Pooja Patel	Relative of Key Management Personnel

b. The following transactions were carried out with the related parties in ordinary course of business during the year:

Nature of Transaction	Holding Company	Entity having Significant Influence	Subsidiary Company	Associate / Joint Venture Company	KMP	Enterprise over which KMP is having Significant Influence	Total
Transactions during the year							
Purchase of Goods							
Sales of Goods & Services			773.45	1335.99		650.15	2759.59
Loan Taken					37.59	200.00	237.59
Loan Repaid						200.00	200.00
Loan Given			87.06	2403.10			2490.16

Related Party Disclosures

Disclosure with respect to Accounting Standard (AS 18) on Related Parties:

Nature of Transaction	Holding Company	Entity having Significant Influence	Subsidiary Company	Associate / Joint Venture Company	KMP	Enterprise over which KMP is having Significant Influence	Total
Remuneration					287.38		287.38
Intrest Paid					8.56	6.44	15.00
Intrest Received							
Rent Advance Paid						27.18	27.18
Contribution Towards Equity			19.46	9.71			29.17
Rendering of Services (Office Rent)						216.00	216.00
Rent Deposit given						0.00	0.00
Receiving of Services							
Sitting Fees Paid To Directors							

Note:-Previous year figures are in brackets.

Balance as at:

Particulars	Relationship	As at 31st March, 2026	As at 31st March, 2025
Receivable		650.15	.00
Payable			
Loan Taken	Director	37.59	91.97
Loan Given	Subsidiary and JV	2490.16	9.35
Advance Recoverable	Enterprise over which KMP is having Significant Influence	27.18	39.45

Note 30

KODY TECHNOLAB LIMITED**Note:30****OTHER STATUTORY INFORMATION**

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami Property.

(ii) Basis the information available with the Company as on the reporting date and as on the date on which financial statements are approved and authorised for issue, the Company does not have any transactions with the companies struck off. Further, the Company has not been declared as a wilful defaulter by any Bank / Financial Institution / any other lender.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual currency during the financial year.

(v) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

(vi) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) Immovable Properties owned by the compnay on its name, and further for immovable properties taken on lease, lease agreements are executed with Lessor.

(ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(x) The Company did not have any scheme of arrangement / amalgamation executed in past wherein the accounting is not in compliance with the applicable accounting principles.

(xi) The Company has given loan to employees with the terms being repayable on demand or without repayment terms.

(xii) Previous years' figures have been regrouped and rearranged wherever necessary to comply with requirement of AS.



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