## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **12th Annual General Meeting** of the Members of Niks Technology Limited will be held at Flat No. 501, Shiv Laxmi Plaza, Opp. Rajendra Nagar Terminal, Old Bypass Main Road, Kankarbagh Patna-800020, Bihar on **Wednesday, September 30, 2026 at 10.00 a.m.** to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors ("the Board") and Auditors thereon.

2. To appoint a director in place of Ms. Anamika Anand (DIN: 08229644), who retires by rotation and, being eligible, offers herself for re-appointment.

   The Members are requested to consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Anamika Anand (DIN: 08229644), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a "Director" of the Company."

**SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Pankaj Kumar (DIN: 03153689) as an Independent Director.**

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

   **"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Pankaj Kumar (DIN: 03153689) as a Non-Executive Independent Director of the Company, for a second term of five (5) consecutive years with effect from November 11, 2026 to November 10, 2031, not liable to retire by rotation.

   **RESOLVED FURTHER THAT** the Board of Directors hereby confirms that Mr. Pankaj Kumar (DIN: 03153689) has submitted his consent and declarations of independence as required under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI LODR and that, in the opinion of the Board, he meets the criteria of independence as laid down in the Act and SEBI LODR for his re-appointment as an Independent Director.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 197 of the Act read with the applicable rules made thereunder, Mr. Pankaj Kumar (DIN: 03153689) shall be entitled to receive sitting fees for attending meetings of the Board and/or Committees thereof, as may be approved by the Board of Directors from time to time, in his capacity as a Non-Executive Independent Director.

**RESOLVED FURTHER THAT** the Board of Directors be and are severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

**4. Re-appointment of Mr. Rakesh Kumar Singh (DIN: 09386098) as an Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Rakesh Kumar Singh (DIN: 09386098), as a Non-Executive Independent Director of the Company, for a second term of five (5) consecutive years with effect from November 03, 2026 to November 02, 2031, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors hereby confirms that Mr. Rakesh Kumar Singh (DIN: 09386098), has submitted his consent and declarations of independence as required under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI LODR and that, in the opinion of the Board, he meets the criteria of independence as laid down in the Act and SEBI LODR for his re-appointment as an Independent Director.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 197 of the Act read with the applicable rules made thereunder, Mr. Rakesh Kumar Singh (DIN: 09386098), shall be entitled to receive sitting fees for attending meetings of the Board and/or Committees thereof, as may be approved by the Board of Directors from time to time, in his capacity as a Non-Executive Independent Director.

**RESOLVED FURTHER THAT** the Board of Directors be and are severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

**5. To consider alterations in the Memorandum of Association of the company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in

force) and subject to the approval of the Registrar of Companies and such other approvals, consents and permissions as may be required from regulatory authorities, the consent of the Shareholders be and is hereby accorded to replace the clause 3(a) and (b) of the Memorandum of Association of the Company as follows:

**A. Main Object Clause- Clause 3(a)**

To carry on either alone or jointly with one or more person, government, local or other bodies, the business to infrastructure developers, construct, build, alter, acquire, convert, improve, erect, establish, equip, develop, dismantle, pull down, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, test, inspect, locate, modify, protect, provide, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, consultant, advisor, agent, broker, supervisor, administrate, contractor, sub-contractor, tum-key contractor and manager of all types of constructions and developmental work in all its branches such as roads, ways, culverts, dams, bridges, railways, tram-ways, water-tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage and sewage works, water distribution and filteration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, acquaducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, hospitals, dharmashalas, multistoreys, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute, or otherwise to deal in all source of lands and buildings."

**B. Matters which are necessary for furtherance of the Objects specified in clause III (A) are:**

1. To acquire real or leasehold estate and to purchase, or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and directors, machineries, engines, plants and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.

2. To form, constitute, float, lend money to assist and control similar associations or undertakings whatsoever.

3. To promote subsidies and assist companies, syndicates and partnerships of all kind in any manners may be thought fit in connection with any of the above objects of the Company.

4. To hold use, work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.

5. To dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.

6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit the Company.

7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.

8. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company or who are/were at any time Director or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with any such other company as aforesaid.

9. To provide for the welfare of Directors, employees, or ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus or benefits or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendants, and other assistance as the Company shall think fit.

10. To establish, provide, maintain and conduct or otherwise subsidise research, laboratories and experimental workshop for scientific and technical research and experiments and undertake and carry on with all scientific and technical research experiments and tests undertake and to promote studies and research both scientific and technical investigation and invention by providing subsidy or assisting laboratories workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professor or teachers and by providing for the awards or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.

12. To aid pecuniary or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.

13. To acquire and undertake all or any of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company which can be capable of being conducted so as directly to benefit the Company and to subsidies or assist any such persons or company financially or otherwise.

14. To vest any movable or immovable property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.

16. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments, of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.

17. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.

18. To carry on business or branch of a business whether in India or outside India which this Company is authorised to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangement with such subsidiary Company for taking the profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch so guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power and provision at any time and either temporarily to close any such branch or business.

19. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.

20. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.

21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.

22. Subject to the provisions of the Companies Act, 2013, to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited share.

23. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribed

for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.

24. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares) or by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stocks or other securities of the Company as the directors may think proper.

25. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.

26. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.

27. To open current or fixed accounts with any bank, bankers, shroff or merchants and to pay into and draw money from such accounts and to draw, make endorse, discount and execute all types of negotiable instruments.

28. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.

29. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.

30. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.

31. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.

32. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.

33. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from

time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.

34. To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.

35. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.

36. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same.

37. To furtherance of the aforesaid objects of the Company.

a. to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and manufacture of any products,

b. to pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.

c. to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.

38. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.

39. Subject to the provisions of the Companies Act, 2013 and the rules made there under and the directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or

any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

40. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.

41. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorization of Government State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.

42. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.

43. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, or to such persons.

44. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.

45. To establish agencies in India and elsewhere for sale and purchase to regulate and discontinue the same subject to law in force.

46. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the company may deem fit.

47. To buy, sell, import, export, supply, distribute, market and to deal in all type of commodities, substances, items, articles, consumables, merchandise, goods, produce, products and things.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company be altered accordingly to reflect the above insertion.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

**6. Increase the authorised share capital and consequential amendment to the Memorandum of Association of the Company:**

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

"**RESOLVED THAT** pursuant to Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 100,00,000 (Rupees One Crores Only) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs.10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten only) each ranking pari-passu with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** pursuant to Sections 13, 61 and all other applicable provisions, if any, of the Act, consent of Shareholders the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

"The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 (Rupees Ten) each."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may

arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

**7. To consider alterations in the Articles of Association of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or amendment(s) for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to replace Article 1 (a) Share Capital and Variation of Rights detailed below in the existing Articles of Association ("AOA") of the Company.

**Article 1 (a):**

Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and subject to the provisions of the Companies Act 2013 and the applicable Rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law as may be applicable from time to time the Company/Board shall have power to issue/ allot shares and/or other securities including but not limited to warrants, debentures etc., whether on preferential basis or otherwise, from time to time and the shares, securities shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

**8. To approve giving a loan or guarantee or providing security under Section 185 of the Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and relevant rules made thereunder including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is

hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act of an aggregate amount not exceeding Rs.100,00,00,000/- (Rupees Hundred Crore Only).

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, any of the directors of the Company be and are hereby severally authorised to finalise and agree the terms and conditions of the aforesaid loan, and to take all necessary steps, to execute all such documents, deeds, instruments and writings and do all such acts, deeds and things in order to comply with all the legal and other procedural compliance including but not limited to making any filing with the banks, financial institutions and/or any statutory authorities including but not limited to jurisdictional Registrar of Companies."

**9. To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification, 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 modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.250,00,00,000/- (Rupees Two Fifty Crore Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to

execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments/loans/guarantees/securities made or given or provided by the Company (as the case may be)."

**10. To consider and approve the issue of equity shares on a preferential basis to the non-promoters for consideration other than cash.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 25,73,400 (Twenty-Five Lakhs Seventy-Three Thousand Four Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six Only) per Equity Share total aggregating to Rs. 34,99,82,400/- (Rupees Thirty-Four Crore Ninety-Nine Lakhs Eighty-Two Thousand Four Hundred Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 29,80,000 Equity Shares representing 100% shareholding of Dev Satya Infra Private Limited ("Selling Company") on a preferential basis pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

Details of Proposed Equity Allottees

| Sr. No | Name of the Equity Proposed Allottees | Pre-Pref Holding | No of Equity Shares of the Company to be Issued and | Current Status / Category | Proposed Status / Category* |
|---|---|---|---|---|---|

| | | | **Allotted swapping** | | |
|---|---|---|---|---|---|
| 1 | Nilesh J Patel | - | 8,58,000 | Non-Promoter | Promoter |
| 2 | Vishal J Patel | - | 8,57,700 | Non-Promoter | Promoter |
| 3 | Bharatkumar Keshrani | - | 8,57,700 | Non-Promoter | Promoter |
| **Total** | | **-** | 25,73,400 | | |

*The Proposed allottee Mr. Nilesh J Patel (Acquirer-1), Mr. Vishal J Patel (Acquirer-2) and Mr. Bharatkumar Keshrani (Acquirer-3) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1), 13(2)(G), 14 AND 15(1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be August 31, 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

"**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"**RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

**"RESOLVED FURTHER THAT** the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI ICDR Regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

**11. To consider and approve the issue of equity shares on a preferential basis to the non-promoters for consideration in cash.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of

Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion— the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 40,00,200 (Forty Lakhs Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six Only) per Equity Share total aggregating to Rs. 54,40,27,200/- (Rupees Fifty-Four Crore Forty Lakhs Twenty-Seven Thousand Two Hundred only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws."

Details of Proposed Equity Allottees

| **Sr. No** | **Name of the Proposed Allottee** | **Category** | **Pre-Pref Holding** | | **Maximum Number of Proposed to be issued and allotted** | **Post-Pref Holding*** | |
|---|---|---|---|---|---|---|---|
| | | | **No. of Equity Shares** | **% of Holding** | | **No. of Equity Shares** | **% of Holding** |
| 1 | Shradha Sunilkumar | Non-Promoter | - | - | 17,400 | 17,400 | 0.20 |
| 2 | Ih Consultancy Services Llp | Non-Promoter | - | - | 56,400 | 56,400 | 0.63 |
| 3 | Chintan Hiteshbhai Anandpara | Non-Promoter | - | - | 1,84,200 | 1,84,200 | 2.07 |
| 4 | Aniket Mohan Gore | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 5 | Deepak Dharshi Bheda | Non-Promoter | - | - | 78,600 | 78,600 | 0.88 |
| 6 | Giridharan M. S. | Non-Promoter | - | - | 2,400 | 2,400 | 0.03 |
| 7 | Rahil Kaushik | Non- | - | - | 1,53,600 | 1,53,600 | 1.72 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | Shah | Promoter | | | | | |
| 8 | Hemlata Rajesh Karani | Non-Promoter | - | - | 51,600 | 51,600 | 0.58 |
| 9 | Jyoti Dipak Hatalkar | Non-Promoter | - | - | 10,800 | 10,800 | 0.12 |
| 10 | Parisha Purvesh Shah | Non-Promoter | - | - | 1,63,200 | 1,63,200 | 1.83 |
| 11 | Equitrust Consulting | Non-Promoter | - | - | 1,56,300 | 1,56,300 | 1.75 |
| 12 | Nm Advisors Llp | Non-Promoter | - | - | 1,41,300 | 1,41,300 | 1.59 |
| 13 | Sheela Nilesh Shah | Non-Promoter | - | - | 39,000 | 39,000 | 0.44 |
| 14 | Urvi Dhaval Bahua | Non-Promoter | - | - | 47,700 | 47,700 | 0.54 |
| 15 | Sadhana Bhandari | Non-Promoter | - | - | 9,600 | 9,600 | 0.11 |
| 16 | Ruchika Barara | Non-Promoter | - | - | 6,300 | 6,300 | 0.07 |
| 17 | Equity4Life LLP | Non-Promoter | - | - | 62,400 | 62,400 | 0.70 |
| 18 | Jigar Mansukhbhai Ambariya | Non-Promoter | - | - | 51,000 | 51,000 | 0.57 |
| 19 | Divya Agrawal | Non-Promoter | - | - | 47,700 | 47,700 | 0.54 |
| 20 | Indu Ramanlal Golecha | Non-Promoter | - | - | 12,000 | 12,000 | 0.13 |
| 21 | Mayur Navinchandra Shah | Non-Promoter | - | - | 4,800 | 4,800 | 0.05 |
| 22 | Dipti D. Shah | Non-Promoter | - | - | 47,700 | 47,700 | 0.54 |
| 23 | Divyashri Ravichandran | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 24 | Prakashbhai Arvindbhai Shah | Non-Promoter | - | - | 7,800 | 7,800 | 0.09 |
| 25 | Anar Swapnil Shah | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 26 | Jinendra G | Non-Promoter | - | - | 47,700 | 47,700 | 0.54 |
| 27 | Gothamchand A | Non-Promoter | - | - | 63,600 | 63,600 | 0.71 |
| 28 | Sanjay Kumar P Shah | Non-Promoter | - | - | 7,200 | 7,200 | 0.08 |
| 29 | Vinitha Jain | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 30 | Rekha | Non- | - | - | 8,100 | 8,100 | 0.09 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | Dineshkumar | Promoter | | | | | |
| 31 | Avinash | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 32 | Sumithra Gadiya | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 33 | Nirmala Vijaykumar | Non-Promoter | - | - | 12,000 | 12,000 | 0.13 |
| 34 | Rani Dasot | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 35 | Ekta Chordia | Non-Promoter | - | - | 2,400 | 2,400 | 0.03 |
| 36 | Rahul Bajaj | Non-Promoter | - | - | 23,400 | 23,400 | 0.26 |
| 37 | Sarita Jain | Non-Promoter | - | - | 24,000 | 24,000 | 0.27 |
| 38 | Shobha Sunil Khetpalia | Non-Promoter | - | - | 2,400 | 2,400 | 0.03 |
| 39 | D Sunil Kumar | Non-Promoter | - | - | 4,800 | 4,800 | 0.05 |
| 40 | Hirachand Padma Jain | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 41 | Padamkumar Ramchandra Soni | Non-Promoter | - | - | 6,300 | 6,300 | 0.07 |
| 42 | Mithalal Nirmal Kumar | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 43 | Avantika Prashant Mishra | Non-Promoter | - | - | 2,400 | 2,400 | 0.03 |
| 44 | Nav Ratan Bhaiya | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 45 | Vijayalakshmi | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 46 | Aashish | Non-Promoter | - | - | 4,06,200 | 4,06,200 | 4.56 |
| 47 | Arham Jignesh Shah | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 48 | Dhairya Agarwal | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 49 | Param Capital | Non-Promoter | - | - | 1,92,300 | 1,92,300 | 2.16 |
| 50 | Max Future Capital | Non-Promoter | - | - | 53,100 | 53,100 | 0.60 |
| 51 | Sangeeta Agrawal | Non-Promoter | - | - | 6,300 | 6,300 | 0.07 |
| 52 | Lumos Advisors Llp | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 53 | Pk Capital | Non-Promoter | - | - | 1,85,100 | 1,85,100 | 2.08 |
| 54 | Jaideep | Non- | - | - | 1,84,500 | 1,84,500 | 2.07 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | Chatrabhuj Raigagla | Promoter | | | | | |
| 55 | Kushal Hetalkumar Sheth | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 56 | Mukesh Kumar S | Non-Promoter | - | - | 3,900 | 3,900 | 0.04 |
| 57 | Akshay Rakhecha Huf | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 58 | Yamnotri Vinimay Pvt Ltd | Non-Promoter | - | - | 19,200 | 19,200 | 0.22 |
| 59 | Parul Mukesh Prajapati | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 60 | Nitin Talakshi Chheda | Non-Promoter | - | - | 6,300 | 6,300 | 0.07 |
| 61 | Nabs Equity | Non-Promoter | - | - | 29,100 | 29,100 | 0.33 |
| 62 | Sarojini Mishra | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 63 | Anu Shamihoke | Non-Promoter | - | - | 6,300 | 6,300 | 0.07 |
| 64 | Augmenta Value Trust - Scheme 1 | Non-Promoter | - | - | 1,37,400 | 1,37,400 | 1.54 |
| 65 | Narendrakumar Mansukhlal Mehta | Non-Promoter | - | - | 5,700 | 5,700 | 0.06 |
| 66 | Ruchita Malhotra | Non-Promoter | - | - | 5,700 | 5,700 | 0.06 |
| 67 | Ranjanben Talakshi Vora | Non-Promoter | - | - | 11,700 | 11,700 | 0.13 |
| 68 | Neelam Jilesh Chheda | Non-Promoter | - | - | 14,400 | 14,400 | 0.16 |
| 69 | Pareshkumar Bhupatrai Virani | Non-Promoter | - | - | 6,000 | 6,000 | 0.07 |
| 70 | Ranjani Gopalaswamy | Non-Promoter | - | - | 14,400 | 14,400 | 0.16 |
| 71 | Vishal Mahindra Gada | Non-Promoter | - | - | 21,600 | 21,600 | 0.24 |
| 72 | Kinjal Kishore Shah | Non-Promoter | - | - | 11,400 | 11,400 | 0.13 |
| 73 | Pavitra Commercials Ltd | Non-Promoter | - | - | 5,700 | 5,700 | 0.06 |
| 74 | Sb Opportunities Fund Ii | Non-Promoter | - | - | 8,700 | 8,700 | 0.10 |
| 75 | Mavira Growth Opportunities | Non-Promoter | - | - | 29,100 | 29,100 | 0.33 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | Fund | | | | | | |
| 76 | Aditya Agrawal | Non-Promoter | - | - | 1,500 | 1,500 | 0.02 |
| 77 | Vishal Lalit Golechha | Non-Promoter | - | - | 11,700 | 11,700 | 0.13 |
| 78 | Komalay Investrade Private Limited | Non-Promoter | - | - | 36,000 | 36,000 | 0.40 |
| 79 | Kirti Dhakan | Non-Promoter | - | - | 29,100 | 29,100 | 0.33 |
| 80 | Vikas Manghnani | Non-Promoter | - | - | 3,000 | 3,000 | 0.03 |
| 81 | Niketkumar H Mehta | Non-Promoter | - | - | 10,800 | 10,800 | 0.12 |
| 82 | Gohil Sarvesh Atulkumar | Non-Promoter | - | - | 86,400 | 86,400 | 0.97 |
| 83 | Surendra S Bang Huf | Non-Promoter | - | - | 37,800 | 37,800 | 0.42 |
| 84 | Cumulative Capital Private Limited | Non-Promoter | - | - | 83,400 | 83,400 | 0.94 |
| 85 | Purna Adit Dawda | Non-Promoter | - | - | 14,400 | 14,400 | 0.16 |
| 86 | Kriti Bhatia | Non-Promoter | - | - | 1,39,200 | 1,39,200 | 1.56 |
| 87 | Equism Capital | Non-Promoter | - | - | 21,600 | 21,600 | 0.24 |
| 88 | Maheshwari Family Trust Managed By Manojkumar Madangopal Maheshwari | Non-Promoter | - | - | 3,000 | 3,000 | 0.03 |
| 89 | Gaurav Dhirendrakumar Kanabar Huf | Non-Promoter | - | - | 77,100 | 77,100 | 0.87 |
| 90 | Capital Corporation | Non-Promoter | - | - | 57,300 | 57,300 | 0.64 |
| 91 | Brijesh Parekh | Non-Promoter | - | - | 1,53,900 | 1,53,900 | 1.73 |
| 92 | Man Machine Mentors LLP | Non-Promoter | - | - | 49,500 | 49,500 | 0.56 |
| 93 | Vishal Sodha | Non-Promoter | - | - | 18,600 | 18,600 | 0.21 |
| 94 | Aumit Capital Advisors Limited | Non-Promoter | 1,00,000 | 20 | 25,200 | 1,25,200 | 1.40 |
| 95 | Divy Aashish Mehta | Non-Promoter | - | - | 1,76,700 | 1,76,700 | 1.98 |

| | | | | | | |
|---|---|---|---|---|---|---|
| **Total** | | **1,00,000** | 20 | **40,00,200** | **41,00,200** | **46.01** |

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be August 31, 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

"**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"**RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

**"RESOLVED FURTHER THAT** the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

**12. To consider and approve the issue of convertible warrants on a preferential basis to the non-promoters for consideration in cash.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force) ("the Act"), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), and the Stock Exchange(s) where the equity shares of the Company are listed ("Stock Exchange"), and/or any other competent authorities (collectively referred to as "Applicable Regulatory Authorities"), and subject to the Listing Agreement entered into by the Company with the Stock Exchange, and subject to such approvals, consents, permissions, and/or sanctions, if

any, as may be required from any Applicable Regulatory Authorities, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board," which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, corrections, changes, and variations as the Board may deem fit in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver, in one or more tranches, up to 18,37,800 (Eighteen Lakhs Thirty-Seven Thousand Eight Hundred) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 24,99,40,800/- (Rupees Twenty-Four Crore Ninety-Nine Lakhs Forty Thousand Eight Hundred only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members."

**Details of Proposed Warrant Allottees**

| **Sr. No** | **Name of the Equity Proposed Allottees** | **Pre-Pref Holding** | **No of Warrant to be Issued and Allotted** | **Current Status / Category** | **Proposed Status / Category*** |
|---|---|---|---|---|---|
| 1 | Nilesh J Patel | - | **6,12,600** | Non-Promoter | Promoter |
| 2 | Vishal J Patel | - | **6,12,600** | Non-Promoter | Promoter |
| 3 | Bharatkumar Keshrani | - | **6,12,600** | Non-Promoter | Promoter |
| **Total** | | **-** | **18,37,800** | | |

*The Proposed allottee Mr. Nilesh J Patel (Acquirer-1), Mr. Vishal J Patel (Acquirer-2) and Mr. Bharatkumar Keshrani (Acquirer-3) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1), 13(2)(G), 14 AND 15(1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the convertible warrants, shall be August 31, 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

**"RESOLVED FURTHER THAT** the Equity Shares to be allotted to the Proposed Warrant Allottees upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
b) Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.
f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.
j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.
k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
m) The Proposed Warrant Allottees shall be required to pay an amount equivalent to 25% of the total consideration payable towards the Warrants at the time of subscription and allotment of the Warrants and the balance 75% of the consideration shall be payable by the respective Warrant holder(s) at the time of exercise of the Warrants and allotment of the Equity Shares pursuant thereto, in accordance with the provisions of the SEBI ICDR Regulations and applicable laws.
n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the

stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders."

**"RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members."

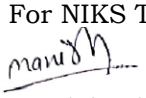
**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required."

**Registered Office:**
Flat No. 501, Shiv Laxmi Plaza,
Opp Rajendra Nagar Terminal,
Old Bypass Main Road, Kankarbagh
Patna-800020, Bihar

Date: 08-09-2026

**By Order of the Board of Directors**
For NIKS Technology Limited



Manish Dixit
Managing Director
DIN: 06888132

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

2. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company at Flat No. 501, Shiv Laxmi Plaza, Opp. Rajendra Nagar Terminal, Old Bypass Main Road, Kankarbagh, Patna - 800020, Bihar, not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, or any other body corporate must be supported by appropriate resolution or authority as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

6. Members/proxies/authorised representatives are requested to bring their duly filed attendance slips enclosed herewith to attend the Meeting.

7. The Statement pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard-2 in respect of directors proposed to be appointed/re-appointed at the Annual General Meeting is annexed hereto.

8. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('**Act**'), relating to the Special Business to be transacted at this Annual General Meeting ('**AGM**') is annexed.

9. The notice is being sent to all members whose names appear on the Register of Members/List of beneficial owners.

10. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM, and will also be kept open at the venue of the AGM till the conclusion of the AGM.

11. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

12. Members are requested to intimate change in their address immediately to Bigshare Services Private Limited (Registrar & Share Transfer Agent), the Company's Registrar and Share Transfer Agent, at their office at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093.

13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. For any assistance in this regard, the Members can contact to Registrar and Share Transfer Agent ("**RTA**") – Bigshare Services Private Limited at ipo@bigshareonline.com and Phone: 022-6263-8200 for assistance in this regard.

14. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID, and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.

16. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 16th September 2026. A person who is not a member as on cut-off date should treat this notice for information purposes only.

17. Annual Report 2025-26 is being sent by permitted mode to all members of the Company. Members may please note that the Annual Report 2025-26 is also available on the Website of the Company, viz https://www.nikstech.com/annual-report.php

18. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled-in Attendance Slip at the registration counter to attend the AGM.

19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.

20. The Company, being listed on SME Platform of BSE Limited and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, is not required to provide remote e-voting facility to its members.

21. The route map of the venue of the AGM is given at the last page of the Notice of Annual General Meeting.

**General Instructions:**

1. Please note that only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of voting at the Annual General Meeting.

2. The Board of Directors has appointed Mr. Yatin Sangani & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the voting at the Annual General Meeting in a fair and transparent manner.

3. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those Members who are present at the Meeting.

4. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Annual General Meeting, and make, not later than two working days after the conclusion of the Meeting, a Scrutinizer's Report of the total votes cast in favour or against.

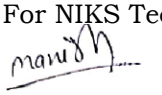
5. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.

6. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company https://www.nikstech.com/ immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

**Registered Office:**
Flat No. 501, Shiv Laxmi Plaza,
Opp Rajendra Nagar Terminal,
Old Bypass Main Road, Kankarbagh
Patna-800020, Bihar

Date: 08-09-2026

**By Order of the Board of Directors**
For NIKS Technology Limited



Manish Dixit
Managing Director
DIN: 06888132

**Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 3: Re-Appointment of Mr. Pankaj Kumar (DIN: 03153689) as an Independent Director of the Company for the second term of 5 years**.

The members are informed that Mr. Pankaj Kumar (DIN: 03153689) was appointed as an Independent Director of the Company for his first term of five (5) years with effect from 11th November, 2021 to 10th November, 2026, in accordance with the provisions of Section 149 of the Companies Act, 2013. His present term shall accordingly expire on 10th November, 2026.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the proposal for re-appointment of Mr. Pankaj Kumar (DIN: 03153689) as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 11th November, 2026 to 10th November, 2031 is placed before the members by way of a Special Resolution. Mr. Pankaj Kumar has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, he possesses appropriate skills, experience, knowledge, and independence of judgment to discharge his duties effectively as an Independent Director.

The Board considers that the continued association of Mr. Pankaj Kumar would be beneficial to the Company, given his expertise in developing and executing bold and innovative strategies in Sales & Marketing. Accordingly, the Board recommends passing of the resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Pankaj Kumar, are concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

Additional information in respect of Mr. Pankaj Kumar, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, is annexed as **Annexure I** to this Notice.

**Item No. 4: Re-Appointment of Mr. Rakesh Kumar Singh (DIN: 09386098) as an Independent Director of the Company for the second term of 5 years**.

The members are informed that Mr. Rakesh Kumar Singh (DIN: 09386098) was appointed as an Independent Director of the Company for his first term of five (5) years with effect from 03rd November, 2021 to 02nd November, 2026, in accordance with the provisions of Section 149 of the Companies Act, 2013. His present term shall accordingly expire on 02nd November, 2026.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the proposal for re-appointment of Mr. Rakesh Kumar Singh (DIN: 09386098) as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 03rd November, 2026 to 02nd November, 2031, is placed before the members by way of a Special Resolution. Mr. Rakesh Kumar Singh has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, he possesses appropriate

skills, experience, knowledge and independence of judgment to discharge his duties effectively as an Independent Director.

The Board considers that the continued association of Mr. Rakesh Kumar Singh would be beneficial to the Company, given his expertise in the field of Real estate & Govt. work contracts. Accordingly, the Board recommends passing of the resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Rakesh Kumar Singh, are concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

Additional information in respect of Mr. Rakesh Kumar Singh, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, is annexed as **Annexure I** to this Notice.

**Item No. 5: To consider alterations in the Memorandum of Association of the Company.**

The Company proposes to alter as a replacement of Clause 3(a) and Clause 3(b) of the Memorandum of Association of the Company.

The proposed alteration as replacement of Clause 3(a) is to enable the Company to carry on, either alone or jointly with one or more persons, Government, local or other bodies, the business to infrastructure developers, construct, build, alter, acquire, convert, improve, erect, establish, equip, develop, dismantle, pull down, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, test, inspect, locate, modify, protect, provide, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act as civil engineer, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of constructions and developmental work in all its branches.

The proposed object includes roads, ways, culverts, dams, bridges, railways, tram-ways, water-tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage and sewage works, water distribution and filtration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, hospitals, dharmashalas, multi-storeyed buildings, colonies, complexes, housing projects and other similar works and, for the purpose thereof, to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise deal in all sorts of lands and buildings.

Further, Clause 3(b) of the Memorandum of Association is proposed to be replaced to include matters necessary for the furtherance of the objects specified in Clause 3(a), including acquisition, holding, use, development and disposal of properties and assets; undertaking contracts and sub-contracts; entering into arrangements, partnerships, joint ventures and other arrangements; acquiring and dealing with shares, stocks, debentures and securities; appointing consultants, experts, agents and other persons; acquiring licences, patents, concessions and other rights; establishing agencies and branches; borrowing and raising funds and securing the same by mortgage, charge or otherwise; and undertaking all such matters as are provided in the proposed Clause 3(b).

The proposed alteration of the Object Clause will enable the Company to undertake the activities specified in the altered Clause 3(a) and the matters necessary for furtherance thereof as set out in Clause 3(b) of the Memorandum of Association.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Object Clause of the Memorandum of Association requires approval of the members of the Company by way of a Special Resolution.

The proposed alteration of the Memorandum of Association and the documents referred to in the Resolution are available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the meeting and shall also be made available electronically in accordance with applicable provisions.

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

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

**Item No. 6: Increase the authorised share capital and consequential amendment to the Memorandum of Association of the Company.**

In order to meet the funding requirements of the Company and to accommodate the issue of further shares of the Company pursuant to Preferential Issue and the Fund Raise to be undertaken and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each (Rupees Ten only).

The Board, at its meeting held on September 08, 2026 has recommended to increase the Authorised Share Capital from existing Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each (Rupees Ten only).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The proposed increase of Authorised Share Capital requires the approval of shareholders in a general meeting pursuant to the provisions of sections 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association, including therein the aforesaid change, is available for inspection at the Registered Office of the Company during normal business hours from 10 a.m. to 6 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company and will also be available for inspection at the meeting.

The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 6 for the approval of the shareholders by way of an ordinary resolution.

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

**Item No. 7: To consider alterations in the Articles of Association of the Company.**

In order to enable the Company to issue Warrants. The Board had at its meeting held on September 08, 2026, decided to alter the Articles of Association "AOA" of the Company by replacing Article 1 in the AOA of the Company, subject to approval of the shareholders at the general meeting. It is now proposed to take the shareholders' approval for the said alteration in the AOA of the Company.

The Board of Directors shall have the power to determine the terms and conditions of all such further issues of securities, subject to prior approval of the shareholders, regulatory authorities, and compliance with applicable provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws." The Board recommends the Special Resolution as set out in Item No. 7 of this Notice for approval of the Members.

The proposed altered AOA is available for inspection by the members at the Registered Office of the Company during normal business hours from 10 a.m. to 6 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company and will also be available for inspection at the meeting.

The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 7 for the approval of the shareholders by way of Special Resolution.

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

**Item No. 8: To approve giving a loan or guarantee or providing security under Section 185 of the Companies Act, 2013.**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time), no company shall, directly or indirectly, advance any loan (including any loan represented by a book debt), or give any guarantee, or provide any security in connection with any loan taken by (a) any Director of the Company, or of its holding company, or any partner or relative of any such Director; or (b) any firm in which such Director or relative is a partner.

However, as per Section 185(2) of the Act, a company may advance any loan (including any loan represented by a book debt), or give any guarantee, or provide any security in connection with any loan taken by any person in whom any Director of the Company is interested, subject to the following conditions:

- the company passes a special resolution in the general meeting; and
- such loans/guarantees/securities are utilized by the borrowing entity for its principal business activities.

In this regard, the Board of Directors of the Company in order to enable the Company to provide loan(s), including loan(s) represented by way of book debt, and/or give guarantee(s), and/or provide security(ies) in connection with loan(s) taken or to be taken by any of the group entities, or any other person in whom any of the Directors of the Company may be deemed to be interested (as per Explanation to Section 185(2)(b) of the Act), it is proposed to seek the approval of shareholders

by way of Special Resolution, for an aggregate amount not exceeding Rs.100,00,00,000/- (Rupees Hundred Crore only).

The aforesaid loan(s), guarantee(s), and/or security(ies) shall be utilized strictly for the principal business activities of the borrowing entity and in the best interests of the Company.

The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 8 for the approval of the shareholders by way of Special Resolution.

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

**Item No. 9: To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013.**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give 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, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

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 seek approval of the members under the provisions of Section 186 of the Act to enable it to make investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

Accordingly, as required under the provisions of Section 186 of the Act, the approval of the members is sought by way of a special resolution to enable the Board to make investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required up to a limit of Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty crore Only) or sixty per cent of its paid-up share capital , free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 9 for the approval of the shareholders by way of Special Resolution.

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

**Item No. 10: To consider and approve the issue of equity shares on a preferential basis to the non-promoters for consideration other than cash.**

The Members are hereby informed that the Board in its meeting held on September 08, 2026, has approved the acquisition of 100% shareholding of Dev Satya Infra Private Limited (i.e. "Selling Company"). The Selling Company is engaged in the business of Infrastructure, real estate development in all its branches, including the business of real estate developers, infrastructure developers, land developers, builders, contractors, and property developers.

For the said acquisition, it is decided to acquire 29,80,000 Equity Shares constituting a 100% stake of the Selling Company from the equity shareholders of the Selling Company.

As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Selling company being consideration towards the swap shares. For acquisition of the equity shares of the Selling Company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash.

Accordingly, the Board pursuant to its resolution dated September 08, 2026, has approved the issue of up to 25,73,400 (Twenty-Five Lakhs Seventy-Three Thousand Four Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Equity Share total aggregating to Rs. 34,99,82,400/- (Rupees Thirty-Four Crore Ninety-Nine Lakhs Eighty-Two Thousand Four Hundred Only) for consideration other than cash (i.e. swap of shares) Pursuant to the above transaction, there will be change in the management, control & thus result in the transfer of ownership of the Company to the Proposed Allottees.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:**

**1. Objects of the Preferential Issue:**

| Purpose for which issue proceeds are proposed to be utilized | Total estimated amount (in Rs.) | Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds |
|---|---|---|
| The object of the issue is to discharge the purchase consideration payable for the acquisition of the Selling Company by acquiring 29,80,000 equity shares, representing 100% of the shareholding of the Selling Company, from the Proposed Allottees. | Rs. 34,99,82,400/- (Rupees Thirty-Four Crore Ninety-Nine Lakhs Eighty-Two Thousand Four Hundred Only) | Swap of Shares |

**2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing**:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 25,73,400 (Twenty-Five Lakhs Seventy-Three Thousand Four Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Equity Share total aggregating to Rs. 34,99,82,400/- (Rupees Thirty-Four Crore Ninety-Nine Lakhs Eighty-Two Thousand Four Hundred Only) for consideration other than cash.

The issue of equity share shall be subject to the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited . The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is August 31, 2026, 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Equity Share, which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.nikstech.com/

**4. Name and Address of Valuer who performed Valuation:**

The valuation was conducted by Bhavesh M Rathod, Chartered Accountant and Registered Valuer.

**Office Address:**
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

**Registered Address:**
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 113490

**5. Amount which the Company intends to raise by way of issue of Equity Shares**:

Rs. 34,99,82,400/- (Rupees Thirty-Four Crore Ninety-Nine Lakhs Eighty-Two Thousand Four Hundred Only). The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

**6. Principal terms of Assets charged as securities:**

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Equity Share total aggregating to not exceeding Rs. 34,99,82,400/- (Rupees Thirty-Four Crore Ninety-Nine Lakhs Eighty-Two Thousand Four Hundred Only) on a preferential basis and the Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

**7. Intention/ Contribution of promoters/directors/key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows**:

| **Sr. No** | **Category** | **Pre-issue shareholding** | | **Post- issue Diluted** | |
|---|---|---|---|---|---|
| | | **No. of Equity Shares** | **% Of Shareholding** | **No. of Equity Shares** | **% Of Shareholding** |
| **A** | **Promoters and Promoter Group** | | | | |
| | Holding | | | | |
| 1 | Indian | | | | |
| | Individuals/Hindu undivided Family | 2,31,100 | 46.22 | 46,42,300 | 52.09 |
| 2 | Foreign | - | - | - | - |
| | Sub Total (A) | 2,31,100 | 46.22 | 46,42,300 | 52.09 |
| **B** | **Non-Promoter Holding** | | | | |
| 1 | Institutions | - | - | - | - |
| 1a | Institutions (Domestic) | - | - | 1,75,200 | 1.97 |
| | Mutual Funds | - | - | - | - |
| | Banks | - | - | - | - |
| | Insurance Companies | - | - | - | - |
| 1b | Institutions (Foreign) | - | - | - | - |
| | FPI-Category I | - | - | - | - |
| 2 | Non – Institutions | - | - | - | - |
| 2a | Individuals (share Capital up to Rs. 2 lakhs) | 1,58,500 | 31.70 | 1,58,500 | 1.78 |
| 2b | Individuals (share Capital in excess of Rs. 2 lakhs) | - | - | 25,14,600 | 28.21 |
| 2c | Non-Resident Indians (NRIs) | 600 | 0.12 | 54,000 | 0.61 |
| 2d | Bodies Corporate | 1,01,500 | 20.30 | 4,07,200 | 4.57 |
| 2e | Any Other (specify) | 8,300 | 1.66 | 9,59,600 | 10.76 |
| | **Sub-Total (B)** | 2,68,900 | 53.78 | 42,69,100 | 47.91 |
| C1 | Shares underlying DRs | - | - | - | - |
| C2 | Shares held by Employee Trust | - | - | - | - |
| **C** | **Non-Promoter – Non- Public** | - | - | - | - |
| **Grand Total (A+B+C)** | | **5,00,000** | **100.00** | **89,11,400** | **100.00** |

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Nilesh J Patel (Acquirer-1), Mr. Vishal J Patel (Acquirer-2) and Mr. Bharatkumar Keshrani (Acquirer-3) (hereinafter collectively referred to as the "Acquirers"), shall trigger the open offer process pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 ("the Regulations"). This will require the Public Announcement ("PA") in terms of Regulation 13(1) of the said Regulations. Upon completion of the open offer process, they will become the Promoters of the Company

**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders subject to fulfilment of all the statutory and regulatory requirements.

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There will be a change in the control of the Company, since post preferential allotment of Equity Shares to Mr. Nilesh J Patel, Mr. Vishal J Patel, and Mr. Bharatkumar Keshrani shall acquire and exercise control aggregating to the extent of 52.09% in the Company.

Further, Mr. Nilesh J Patel, Mr. Vishal J Patel, and Mr. Bharatkumar Keshrani has made a Public Announcement dated September 08, 2026, for acquisition of 2,31,100 Equity Shares from the shareholders of the Company in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

**11. Recommendations and Voting Pattern of the Committee of Independent Directors of the Company:**

The Committee of Independent Directors, comprising of Mr. Pankaj Kumar and Mr. Vinod Kumar Singh, and in their meeting held on September 08, 2026, has considered the proposal to make the preferential allotment of 25,73,400 Equity Shares to the proposed allottees.

The committee has considered that the Issue price of Rs. 136/- per share has been determined taking in consideration the Valuation report provided by Bhavesh M Rathod Registered Valuer, (SFA) registered with IBBI having Registration Number- IBBI/RV/06/2019/10708, having its office at 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066, the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments.

The offer price also includes a control premium of Rs. 06.45/- as there would be a change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee if of the view that the Issue price and the proposed preferential allotment are fair and reasonable.

The voting pattern of the said Committee meeting is as follows:

| Sr. No | Name of the Independent Director | Assent | Dissent |
|---|---|---|---|
| 1. | Pankaj Kumar | Yes | NA |
| 2. | Vinod Kumar Singh | Yes | NA |

**12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**:

During the financial year 2026-2027, the Company has not made allotment on a preferential basis to any person.

**13. Valuation for consideration other than cash**:

The valuation of the same is based on the independent valuation report received Bhavesh M Rathod Registered Valuer, (SFA) registered with IBBI having Registration Number-IBBI/RV/06/2019/10708, having its office at 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 sin compliance with Regulation 163(3) of the SEBI ((ICDR)) Regulations, The above information is also available on the Company's website at the following link www.nikstech.com

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed**:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 29,80,000 Equity Shares constituting 100 % stake of the Selling Company from the Proposed Allottees for consideration other than cash settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

**15. Lock-in**:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

**16. Listing**:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**17. Certificate**:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on www.nikstech.com

**18. Undertakings**:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**19. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower**:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter**:

| Sr. No | Name of the proposed allottee | Pre-issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding | | No. of shares to be issued | Shareholding post allotment of Equity* | | Post-issue Category |
|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Equity Shares | % of Holding | | No. of Equity Shares | % of Holding | |
| 1 | Nilesh J Patel | Non-Promoter | Not Applicable | - | - | 8,58,000 | 15,47,634 | 17.37 | Promoter** |
| 2 | Vishal J Patel | Non-Promoter | Not Applicable | - | - | 8,57,700 | 15,47,333 | 17.36 | Promoter** |
| 3 | Bharatkumar Keshrani | Non-Promoter | Not Applicable | - | - | 8,57,700 | 15,47,333 | 17.36 | Promoter** |

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

**The Proposed allottee Mr. Mr. Nilesh J Patel (Acquirer-1), Mr. Vishal J Patel (Acquirer-2) and Mr. Bharatkumar Keshrani (Acquirer-3) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**21. SEBI Takeover Code:**

In the present case the of the Proposed Equity Allottees would attract Takeover Regulations, and they will make an open offer and other compliances as per the requirements of the Takeover Regulations.

**22. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**23. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**24. Other disclosures/undertaking**

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

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

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any

securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**26. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 10 for the approval of the shareholders by way of Special Resolution.

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

**Item No. 11: To consider and approve the issue of equity shares on a preferential basis to the non-promoters for consideration in cash.**

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on September 08, 2026 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to 40,00,200 (Forty Lakhs Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six Only) per Equity Share total aggregating to Rs. 54,40,27,200/- (Rupees Fifty-Four Crore Forty Lakhs Twenty-Seven Thousand Two Hundred only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be change in the control or management of

the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:**

1. **Objects of the Preferential Issue: Please refer to ANNEXURE II of the notice.**

2. **The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing**:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 40,00,200 (Forty Lakhs Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six Only) per Equity Share total aggregating to Rs. 54,40,27,200/- (Rupees Fifty-Four Crore Forty Lakhs Twenty-Seven Thousand Two Hundred only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws.

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of

lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is August 31, 2026, 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 136/- (Rupees One Hundred Thirty-Six Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.nikstech.com

**4. Name and Address of Valuer who performed Valuation:**

The valuation was conducted by Bhavesh M Rathod, Chartered Accountant and Registered Valuer.

**Office Address:**
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

**Registered Address:**
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 113490

The above information is also available on the Company's website at the following link www.nikstech.com

**5. Amount which the Company intends to raise by way of issue of Equity Shares**:

Rs. 54,40,27,200/- (Rupees Fifty-Four Crore Forty Lakhs Twenty-Seven Thousand Two Hundred only).

**6. Principal terms of Assets charged as securities:**

Not Applicable

**7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows**:

| **Sr. No** | **Category** | **Pre-issue shareholding** | | **Post- issue Diluted** | |
|---|---|---|---|---|---|
| | | **No. of Equity Shares** | **% Of Shareholding** | **No. of Equity Shares** | **% Of Shareholding** |
| **A** | **Promoters and Promoter Group** | | | | |
| | Holding | | | | |
| 1 | Indian | | | | |
| | Individuals/Hindu undivided Family | 2,31,100 | 46.22 | 46,42,300 | 52.09 |
| 2 | Foreign | - | - | - | - |
| | Sub Total (A) | 2,31,100 | 46.22 | 46,42,300 | 52.09 |
| **B** | **Non-Promoter Holding** | | | | |
| 1 | Institutions | - | - | - | - |
| 1a | Institutions (Domestic) | - | - | 1,75,200 | 1.97 |
| | Mutual Funds | - | - | - | - |
| | Banks | - | - | - | - |
| | Insurance Companies | - | - | - | - |
| 1b | Institutions (Foreign) | - | - | - | - |
| | FPI-Category I | - | - | - | - |
| 2 | Non – Institutions | - | - | - | - |
| 2a | Individuals (share Capital up to Rs. 2 lakhs) | 1,58,500 | 31.70 | 1,58,500 | 1.78 |
| 2b | Individuals (share Capital in excess of Rs. 2 lakhs) | - | - | 25,14,600 | 28.21 |
| 2c | Non-Resident Indians (NRIs) | 600 | 0.12 | 54,000 | 0.61 |
| 2d | Bodies Corporate | 1,01,500 | 20.30 | 4,07,200 | 4.57 |
| 2e | Any Other (specify) | 8,300 | 1.66 | 9,59,600 | 10.76 |
| | **Sub-Total (B)** | 2,68,900 | 53.78 | 42,69,100 | 47.91 |
| C1 | Shares underlying DRs | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| C2 | Shares held by Employee Trust | - | - | - | - |
| **C** | **Non-Promoter – Non- Public** | - | - | - | - |
| **Grand Total (A+B+C)** | | **5,00,000** | **100.00** | **89,11,400** | **100.00** |

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

**The Proposed allottee Mr. Mr. Nilesh J Patel (Acquirer-1), Mr. Vishal J Patel (Acquirer-2) and Mr. Bharatkumar Keshrani (Acquirer-3) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders subject to fulfilment of all regulatory compliances

.

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There will be a change in the control of the Company, since post preferential allotment of Equity Shares to Mr. Nilesh J Patel, Mr. Vishal J Patel, and Mr. Bharatkumar Keshrani shall acquire and exercise control aggregating to the extent of 52.09% in the Company.

Further, Mr. Nilesh J Patel, Mr. Vishal J Patel, and Mr. Bharatkumar Keshrani has made a Public Announcement dated September 08, 2026, for acquisition of 2,31,100 Equity Shares from the shareholders of the Company in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

**11. Recommendations and Voting Pattern of the Committee of Independent Directors of the Company:**

The committee has considered that the Issue price of Rs. 136/- per share has been determined taking in consideration the Valuation report provided by Bhavesh M Rathod Registered Valuer, (SFA) registered with IBBI having Registration Number- IBBI/RV/06/2019/10708, having its office at 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066, the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken

into consideration the relevant valuation parameters and provided justification for their assessments.

The offer price also includes a control premium of Rs. 06.45/- as there would be a change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee if of the view that the Issue price and the proposed preferential allotment are fair and reasonable.

The voting pattern of the said Committee meeting is as follows:

| Sr. No | Name of the Independent Director | Assent | Dissent |
|---|---|---|---|
| 1. | Pankaj Kumar | Yes | NA |
| 2. | Vinod Kumar Singh | Yes | NA |

**12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**:

During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

**13. Valuation for consideration other than cash**:

Not applicable.

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed**: Not applicable.

**15. Lock-in**:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

**16. Listing**:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**17. Certificate**:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on www.nikstech.com

**18. Undertakings**:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**19. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower**:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter**:

| Sr. No | Name of the proposed allottee | Pre-issue Category | Name of natural persons who are the ultimate beneficial owners | Pre-Issue Holding - No. of Equity Shares | Pre-Issue Holding - % of Holding | No. of shares to be issued | Shareholding post allotment of Equity* - No. of Equity Shares | Shareholding post allotment of Equity* - % of Holding | Post-issue Category |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Shradha Sunilkumar | Non Promoter Public | Not Applicable | - | - | 17,400 | 17,400 | 0.2 | |
| 2 | Ih Consultancy Services Llp | Non Promoter Public | 1. MOHIT JANGIR 2. SUNITA SHARMA | - | - | 56,400 | 56,400 | 0.63 | Non Promoter Public |
| 3 | Chintan Hiteshbhai Anandpara | Non Promoter Public | Not Applicable | - | - | 1,84,200 | 1,84,200 | 2.07 | Non Promoter Public |
| 4 | Aniket Mohan Gore | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 5 | Deepak Dharshi Bheda | Non Promoter Public | Not Applicable | - | - | 78,600 | 78,600 | 0.88 | Non Promoter Public |
| 6 | Giridharan M. S. | Non Promoter Public | Not Applicable | - | - | 2,400 | 2,400 | 0.03 | Non Promoter Public |
| 7 | Rahil Kaushik Shah | Non Promoter Public | Not Applicable | - | - | 1,53,600 | 1,53,600 | 1.72 | Non Promoter Public |
| 8 | Hemlata Rajesh Karani | Non Promoter Public | Not Applicable | - | - | 51,600 | 51,600 | 0.58 | Non Promoter Public |
| 9 | Jyoti Dipak Hatalkar | Non Promoter Public | Not Applicable | - | - | 10,800 | 10,800 | 0.12 | Non Promoter Public |
| 10 | Parisha Purvesh Shah | Non Promoter Public | Not Applicable | - | - | 1,63,200 | 1,63,200 | 1.83 | Non Promoter Public |
| 11 | Equitrust Consulting | Non Promoter Public | 1. DILIP AMRUTLAL GOGRI 2. MEENA MANSUKH GALA | - | - | 1,56,300 | 1,56,300 | 1.75 | Non Promoter Public |
| 12 | Nm Advisors Llp | Non Promoter Public | 1. MANTHAN SURESHBHAI SHAH 2. NIMISHA VARUN MODI | - | - | 1,41,300 | 1,41,300 | 1.59 | Non Promoter Public |
| 13 | Sheela Nilesh Shah | Non Promoter Public | Not Applicable | - | - | 39,000 | 39,000 | 0.44 | Non Promoter Public |
| 14 | Urvi Dhaval Bahua | Non Promoter Public | Not Applicable | - | - | 47,700 | 47,700 | 0.54 | Non Promoter Public |
| 15 | Sadhana Bhandari | Non Promoter Public | Not Applicable | - | - | 9,600 | 9,600 | 0.11 | Non Promoter Public |
| 16 | Ruchika Barara | Non Promoter Public | Not Applicable | - | - | 6,300 | 6,300 | 0.07 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 17 | Equity4Life LLP | Non Promoter Public | 1. RISHIKESH SINGH 2. SHRUTI LODHA | - | - | 62,400 | 62,400 | 0.7 | Non Promoter Public |
| 18 | Jigar Mansukhbhai Ambariya | Non Promoter Public | Not Applicable | - | - | 51,000 | 51,000 | 0.57 | Non Promoter Public |
| 19 | Divya Agrawal | Non Promoter Public | Not Applicable | - | - | 47,700 | 47,700 | 0.54 | Non Promoter Public |
| 20 | Indu Ramanlal Golecha | Non Promoter Public | Not Applicable | - | - | 12,000 | 12,000 | 0.13 | Non Promoter Public |
| 21 | Mayur Navinchandra Shah | Non Promoter Public | Not Applicable | - | - | 4,800 | 4,800 | 0.05 | Non Promoter Public |
| 22 | Dipti D. Shah | Non Promoter Public | Not Applicable | - | - | 47,700 | 47,700 | 0.54 | Non Promoter Public |
| 23 | Divyashri Ravichandran | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |
| 24 | Prakashbhai Arvindbhai Shah | Non Promoter Public | Not Applicable | - | - | 7,800 | 7,800 | 0.09 | Non Promoter Public |
| 25 | Anar Swapnil Shah | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |
| 26 | Jinendra G | Non Promoter Public | Not Applicable | - | - | 47,700 | 47,700 | 0.54 | Non Promoter Public |
| 27 | Gothamchand A | Non Promoter Public | Not Applicable | - | - | 63,600 | 63,600 | 0.71 | Non Promoter Public |
| 28 | Sanjay Kumar P Shah | Non Promoter Public | Not Applicable | - | - | 7,200 | 7,200 | 0.08 | Non Promoter Public |
| 29 | Vinitha Jain | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 30 | Rekha Dineshkumar | Non Promoter Public | Not Applicable | - | - | 8,100 | 8,100 | 0.09 | Non Promoter Public |
| 31 | Avinash | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 32 | Sumithra Gadiya | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |
| 33 | Nirmala Vijaykumar | Non Promoter Public | Not Applicable | - | - | 12,000 | 12,000 | 0.13 | Non Promoter Public |
| 34 | Rani Dasot | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |
| 35 | Ekta Chordia | Non Promoter Public | Not Applicable | - | - | 2,400 | 2,400 | 0.03 | Non Promoter Public |
| 36 | Rahul Bajaj | Non Promoter Public | Not Applicable | - | - | 23,400 | 23,400 | 0.26 | Non Promoter Public |
| 37 | Sarita Jain | Non Promoter Public | Not Applicable | - | - | 24,000 | 24,000 | 0.27 | Non Promoter Public |
| 38 | Shobha Sunil Khetpalia | Non Promoter Public | Not Applicable | - | - | 2,400 | 2,400 | 0.03 | Non Promoter Public |
| 39 | D Sunil Kumar | Non Promoter Public | Not Applicable | - | - | 4,800 | 4,800 | 0.05 | Non Promoter Public |
| 40 | Hirachand Padma Jain | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |
| 41 | Padamkumar Ramchandra Soni | Non Promoter Public | Not Applicable | - | - | 6,300 | 6,300 | 0.07 | Non Promoter Public |
| 42 | Mithalal Nirmal Kumar | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |
| 43 | Avantika Prashant Mishra | Non Promoter Public | Not Applicable | - | - | 2,400 | 2,400 | 0.03 | Non Promoter Public |
| 44 | Nav Ratan Bhaiya | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 45 | Vijayalakshmi | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 46 | Aashish | Non Promoter Public | Not Applicable | - | - | 4,06,200 | 4,06,200 | 4.56 | Non Promoter Public |
| 47 | Arham Jignesh Shah | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 48 | Dhairya Agarwal | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 49 | Param Capital | Non Promoter Public | 1. MUKUL MAHAVIR AGRAWAL 2. ASHA MUKUL AGRAWAL | - | - | 1,92,300 | 1,92,300 | 2.16 | Non Promoter Public |
| 50 | Max Future Capital | Non Promoter Public | 1. SHRUTI LODHA 2. ASHOK KUMAR LODHA | - | - | 53,100 | 53,100 | 0.6 | Non Promoter Public |
| 51 | Sangeeta Agrawal | Non Promoter Public | Not Applicable | - | - | 6,300 | 6,300 | 0.07 | Non Promoter Public |
| 52 | Lumos Advisors Llp | Non Promoter Public | 1. JINESH BHUPENDRA SHAH 2. RUPAL JINESH SHAH 3. SONAL N SHAH | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 53 | Pk Capital | Non Promoter Public | 1. KAUSHIK KUMAR VASANTLAL SHAH 2. PRADIP VASANTLAL SHAH | - | - | 1,85,100 | 1,85,100 | 2.08 | Non Promoter Public |
| 54 | Jaideep Chatrabhuj Raigagla | Non Promoter Public | Not Applicable | - | - | 1,84,500 | 1,84,500 | 2.07 | Non Promoter Public |
| 55 | Kushal Hetalkumar Sheth | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 56 | Mukesh Kumar S | Non Promoter Public | Not Applicable | - | - | 3,900 | 3,900 | 0.04 | Non Promoter Public |
| 57 | Akshay Rakhecha Huf | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 58 | Yamnotri Vinimay Pvt Ltd | Non Promoter Public | 1.Shreekant Phumbhra 2. Shreekant Varun Phumbhra HUF 3. Krishna Phumbhra | - | - | 19,200 | 19,200 | 0.22 | Non Promoter Public |
| 59 | Parul Mukesh Prajapati | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 60 | Nitin Talakshi Chheda | Non Promoter Public | Not Applicable | - | - | 6,300 | 6,300 | 0.07 | Non Promoter Public |
| 61 | Nabs Equity | Non Promoter Public | 1. Niru Agarwal 2. Adrija Agarwal 3.Shivam Agarwal 4. Bijay Kumar Agarwal | - | - | 29,100 | 29,100 | 0.33 | Non Promoter Public |
| 62 | Sarojini Mishra | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 63 | Anu Shamihoke | Non Promoter Public | Not Applicable | - | - | 6,300 | 6,300 | 0.07 | Non Promoter Public |
| 64 | Augmenta Value Trust - Scheme 1 | Non Promoter Public | Not Applicable | - | - | 1,37,400 | 1,37,400 | 1.54 | Non Promoter Public |
| 65 | Narendrakumar Mansukhlal Mehta | Non Promoter Public | Not Applicable | - | - | 5,700 | 5,700 | 0.06 | Non Promoter Public |
| 66 | Ruchita Malhotra | Non Promoter Public | Not Applicable | - | - | 5,700 | 5,700 | 0.06 | Non Promoter Public |
| 67 | Ranjanben Talakshi Vora | Non Promoter Public | Not Applicable | - | - | 11,700 | 11,700 | 0.13 | Non Promoter Public |
| 68 | Neelam Jilesh Chheda | Non Promoter Public | Not Applicable | - | - | 14,400 | 14,400 | 0.16 | Non Promoter Public |
| 69 | Pareshkumar Bhupatrai Virani | Non Promoter Public | Not Applicable | - | - | 6,000 | 6,000 | 0.07 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 70 | Ranjani Gopalaswamy | Non Promoter Public | Not Applicable | - | - | 14,400 | 14,400 | 0.16 | Non Promoter Public |
| 71 | Vishal Mahindra Gada | Non Promoter Public | Not Applicable | - | - | 21,600 | 21,600 | 0.24 | Non Promoter Public |
| 72 | Kinjal Kishore Shah | Non Promoter Public | Not Applicable | - | - | 11,400 | 11,400 | 0.13 | Non Promoter Public |
| 73 | Pavitra Commercials Ltd | Non Promoter Public | Not Applicable | - | - | 5,700 | 5,700 | 0.06 | Non Promoter Public |
| 74 | Sb Opportunities Fund Ii | Non Promoter Public | Not Applicable | - | - | 8,700 | 8,700 | 0.1 | Non Promoter Public |
| 75 | Mavira Growth Opportunities Fund | Non Promoter Public | Not Applicable | - | - | 29,100 | 29,100 | 0.33 | Non Promoter Public |
| 76 | Aditya Agrawal | Non Promoter Public | Not Applicable | - | - | 1,500 | 1,500 | 0.02 | Non Promoter Public |
| 77 | Vishal Lalit Golechha | Non Promoter Public | Not Applicable | - | - | 11,700 | 11,700 | 0.13 | Non Promoter Public |
| 78 | Komalay Investrade Private Limited | Non Promoter Public | Malay Rohitkumar Bhow | - | - | 36,000 | 36,000 | 0.4 | Non Promoter Public |
| 79 | Kirti Dhakan | Non Promoter Public | Not Applicable | - | - | 29,100 | 29,100 | 0.33 | Non Promoter Public |
| 80 | Vikas Manghnani | Non Promoter Public | Not Applicable | - | - | 3,000 | 3,000 | 0.03 | Non Promoter Public |
| 81 | Niketkumar H Mehta | Non Promoter Public | Not Applicable | - | - | 10,800 | 10,800 | 0.12 | Non Promoter Public |
| 82 | Gohil Sarvesh Atulkumar | Non Promoter Public | Not Applicable | - | - | 86,400 | 86,400 | 0.97 | Non Promoter Public |
| 83 | Surendra S Bang Huf | Non Promoter Public | Not Applicable | - | - | 37,800 | 37,800 | 0.42 | Non Promoter Public |
| 84 | Cumulative Capital Private Limited | Non Promoter Public | 1. Swapnilsagar Vithalani 2. Priyesh Karia | - | - | 83,400 | 83,400 | 0.94 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 85 | Purna Adit Dawda | Non Promoter Public | Not Applicable | - | - | 14,400 | 14,400 | 0.16 | Non Promoter Public |
| 86 | Kriti Bhatia | Non Promoter Public | Not Applicable | - | - | 1,39,200 | 1,39,200 | 1.56 | Non Promoter Public |
| 87 | Equism Capital | Non Promoter Public | Mr. Sumit Bilgaiyan Mr. Parth Devendra bhai Nadiyadra | - | - | 21,600 | 21,600 | 0.24 | Non Promoter Public |
| 88 | Maheshwari Family Trust Managed By Manojkumar Madangopal Maheshwari | Non Promoter Public | Not Applicable | - | - | 3,000 | 3,000 | 0.03 | Non Promoter Public |
| 89 | Gaurav Dhirendrakumar Kanabar Huf | Non Promoter Public | Not Applicable | - | - | 77,100 | 77,100 | 0.87 | Non Promoter Public |
| 90 | Capital Corporation | Non Promoter Public | 1. Shailesh Shyamsunder Lakhotia 2. Ritu Shailesh Lakhotia | - | - | 57,300 | 57,300 | 0.64 | Non Promoter Public |
| 91 | Brijesh Parekh | Non Promoter Public | Not Applicable | - | - | 1,53,900 | 1,53,900 | 1.73 | Non Promoter Public |
| 92 | Man Machine Mentors LLP | Non Promoter Public | 1. Nevil Rameshbhai Savjani 2. Gitaben Bhavesh Gadhavi | - | - | 49,500 | 49,500 | 0.56 | Non Promoter Public |
| 93 | Vishal Sodha | Non Promoter Public | Not Applicable | - | - | 18,600 | 18,600 | 0.21 | Non Promoter Public |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 94 | Aumit Capital Advisors Limited | Non Promoter Public | GANDHI PRATIK RAJENDRA GANDHI VIPUL RAJENDRABHAI BHARTIBEN RAJENDRA GANDHI | 1,00,000 | 20 | 25,200 | 1,25,200 | 1.4 | Non Promoter Public |
| 95 | Divy Aashish Mehta | Non Promoter Public | Not Applicable | - | - | 1,76,700 | 1,76,700 | 1.98 | Non Promoter Public |
| **Total** | | | | **1,00,000** | **20** | **40,00,200** | **41,00,200** | **46.01** | |

**21. SEBI Takeover Code:**

In the present case of the Proposed Equity Allottees would attract Takeover Regulations and therefore is under obligation to give open offer to the public required under Takeover Regulations to Stock Exchanges.

**22. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**23. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**24. Other disclosures/undertaking**

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

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

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**26. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 11 for the approval of the shareholders by way of Special Resolution.

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

**Item No. 12: To consider and approve issue of convertible warrants to the on preferential basis to the non-promoters for consideration in cash.**

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised to meet working capital requirements and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on September 08, 2026 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, 18,37,800 (Eighteen Lakhs Thirty-Seven Thousand Eight Hundred) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 24,99,40,800/- (Rupees Twenty-Four Crore Ninety-Nine Lakhs Forty Thousand Eight Hundred only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of warrants, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:**

1. **Objects of the Preferential Issue: Please refer ANNEXURE II of the notice.**

2. **The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing**:

The Board of Directors of the Company at their meeting held on September 08, 2026 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 18,37,800 (Eighteen Lakhs Thirty-Seven Thousand Eight Hundred) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 24,99,40,800/- (Rupees Twenty-Four Crore Ninety-Nine Lakhs Forty Thousand Eight Hundred only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

3. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is August 31, 2026, 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.nikstech.com

**4. Name and Address of Valuer who performed Valuation:**

The valuation was conducted by Bhavesh M Rathod, Chartered Accountant and Registered Valuer.

**Office Address:**
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

**Registered Address:**
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 113490

**5. Amount which the Company intends to raise by way of issue of Warrants**:

Rs. 24,99,40,800/- (Rupees Twenty-Four Crore Ninety-Nine Lakhs Forty Thousand Eight Hundred only)

**6. Material terms of issue of Warrants/ Convertible Warrants**:

The issue of Warrants shall be subject to the following terms and conditions:

i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall

be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Warrant Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

iii. The Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time; vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

vi. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

vii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

viii. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

ix. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

x. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xi. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall interalia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

xii. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

**7. Principal terms of Assets charged as securities:**

Not Applicable

**8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**The shareholding pattern of the Company before the proposed issue and after the proposed issue of Warrants Shares as follows**:

Warrant Shareholding

| **Sr. No** | **Category** | **Pre-issue shareholding** | | **Post- issue Diluted** | |
|---|---|---|---|---|---|
| | | **No. of Equity Shares** | **% Of Shareholding** | **No. of Equity Shares** | **% Of Shareholding** |
| **A** | **Promoters and Promoter Group** | | | | |
| | Holding | | | | |
| 1 | Indian | | | | |
| | Individuals/Hindu undivided Family | - | - | - | - |
| 2 | Foreign | - | - | - | - |
| | Sub Total (A) | - | - | - | - |
| **B** | **Non-Promoter Holding** | - | - | - | - |
| 1 | Institutions | - | - | - | - |
| 1a | Institutions (Domestic) | - | - | - | - |
| | Mutual Funds | - | - | - | - |
| | Banks | - | - | - | - |
| | Insurance Companies | - | - | - | - |
| 1b | Institutions (Foreign) | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| | FPI-Category I | - | - | - | - |
| 2 | Non – Institutions | - | - | - | - |
| 2a | Individuals (share Capital up to Rs. 2 lakhs) | - | - | 18,37,800 | 100 |
| 2b | Individuals (share Capital in excess of Rs. 2 lakhs) | - | - | - | - |
| 2c | Non-Resident Indians (NRIs) | - | - | - | - |
| 2d | Bodies Corporate | - | - | - | - |
| 2e | Any Other (specify) | - | - | - | - |
| | **Sub-Total (B)** | - | - | - | - |
| C1 | Shares underlying DRs | - | - | - | - |
| C2 | Shares held by Employee Trust | - | - | - | - |
| **C** | **Non-Promoter – Non- Public** | - | - | - | - |
| **Grand Total (A+B+C)** | | - | - | - | - |

**Shareholding Considering Conversion of warrants into the Equity shares**

| **Sr. No** | **Category** | **Pre-issue shareholding** | | **Post- issue Diluted** | |
|---|---|---|---|---|---|
| | | **No. of Equity Shares** | **% Of Shareholding** | **No. of Equity Shares** | **% Of Shareholding** |
| **A** | **Promoters and Promoter Group** | | | | |
| | Holding | | | | |
| 1 | Indian | | | | |
| | Individuals/Hindu undivided Family | 2,31,100 | 46.22 | 46,42,300 | 52.09 |
| 2 | Foreign | - | - | - | - |
| | Sub Total (A) | 2,31,100 | 46.22 | 46,42,300 | 52.09 |
| **B** | **Non-Promoter Holding** | | | | |
| 1 | Institutions | - | - | - | - |
| 1a | Institutions (Domestic) | - | - | 1,75,200 | 1.97 |
| | Mutual Funds | - | - | - | - |
| | Banks | - | - | - | - |
| | Insurance Companies | - | - | - | - |
| 1b | Institutions | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| | (Foreign) | | | | |
| | FPI-Category I | - | - | - | - |
| 2 | Non – Institutions | - | - | - | - |
| 2a | Individuals (share Capital up to Rs. 2 lakhs) | 1,58,500 | 31.70 | 1,58,500 | 1.78 |
| 2b | Individuals (share Capital in excess of Rs. 2 lakhs) | - | - | 25,14,600 | 28.21 |
| 2c | Non-Resident Indians (NRIs) | 600 | 0.12 | 54,000 | 0.61 |
| 2d | Bodies Corporate | 1,01,500 | 20.30 | 4,07,200 | 4.57 |
| 2e | Any Other (specify) | 8,300 | 1.66 | 9,59,600 | 10.76 |
| | **Sub-Total (B)** | 2,68,900 | 53.78 | 42,69,100 | 47.91 |
| C1 | Shares underlying DRs | - | - | - | - |
| C2 | Shares held by Employee Trust | - | - | - | - |
| **C** | **Non-Promoter – Non- Public** | - | - | - | - |
| **Grand Total (A+B+C)** | | **5,00,000** | **100.00** | **89,11,400** | **100.00** |

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Mr. Nilesh J Patel (Acquirer-1), Mr. Vishal J Patel (Acquirer-2) and Mr. Bharatkumar Keshrani (Acquirer-3) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There will be a change in the control of the Company, since post preferential allotment of Equity Shares to Mr. Nilesh J Patel, Mr. Vishal J Patel, and Mr. Bharatkumar Keshrani shall acquire and exercise control aggregating to the extent of 52.09% in the Company.

Further, Mr. Nilesh J Patel, Mr. Vishal J Patel, and Mr. Bharatkumar Keshrani has made a Public Announcement dated September 08, 2026, for acquisition of 2,31,100 Equity Shares from the shareholders of the Company in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

**11. Recommendations and Voting Pattern of the Committee of Independent Directors of the Company:**

The Committee of Independent Directors, comprising of Mr. Pankaj Kumar and Mr. Vinod Kumar Singh, and in their meeting held on September 08, 2026, has considered the proposal to make the preferential allotment of 18,37,800 convertible warrant to the proposed allottees.

The committee has considered that the Issue price of Rs. 136/- per share has been determined taking in consideration the Valuation report provided by Bhavesh M Rathod Registered Valuer, (SFA) registered with IBBI having Registration Number- IBBI/RV/06/2019/10708, having its office at 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066, the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments.

The offer price also includes a control premium of Rs. 06.45/- as there would be a change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee if of the view that the Issue price and the proposed preferential allotment are fair and reasonable.

The voting pattern of the said Committee meeting is as follows:

| Sr. No | Name of the Independent Director | Assent | Dissent |
|---|---|---|---|
| 1. | Pankaj Kumar | Yes | NA |
| 2. | Vinod Kumar Singh | Yes | NA |

**12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**:

During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

**13. Valuation for consideration other than cash**:

Not applicable

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed**: Not applicable.

**15. Lock-in**:

The Warrants and Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity

Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

**16. Listing**:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**17. Certificate**:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.nikstech.com

**18. Undertakings**:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the Proposed Warrant Allottees in the company are in dematerialized form only;

**19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower**:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**20. Name and Identity of Proposed Warrant Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter**:

| Sr. No | Name of the proposed allottee | Pre-issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding | | No. of shares to be issued | Shareholding pc | | Post-issue Category |
|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Equity Shares | % of Holding | | No. of Equity Shares | % of Holding | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Nilesh J Patel | Non-Promoter | Not Applicable | - | - | 6,12,600 | 15,47,634 | 17.37 | Promoter** |
| 2 | Vishal J Patel | Non-Promoter | Not Applicable | - | - | 6,12,600 | 15,47,333 | 17.36 | Promoter** |
| 3 | Bharatkumar Keshrani | Non-Promoter | Not Applicable | - | - | 6,12,600 | 15,47,333 | 17.36 | Promoter** |

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

**The Proposed allottee Mr. Mr. Nilesh J Patel (Acquirer-1), Mr. Vishal J Patel (Acquirer-2) and Mr. Bharatkumar Keshrani (Acquirer-3) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders subject to fulfilment of all regulatory compliances

**21. SEBI Takeover code:**

In the present case of the Proposed Warrants Allottees would attract Takeover Regulations and therefore is under obligation to give open offer to the public as required under Takeover Regulations to Stock Exchanges.

**22. Holding of shares in demat form, non-disposal of shares by the Proposed Warrants Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Warrants Allottees in the Company, if any is held by them in dematerialized form. The Proposed Warrants Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Warrants Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**23. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**24. Other disclosures/undertaking**

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

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

The Preferential Allotment is proposed to be made to Non-Promoters.
Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**26. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

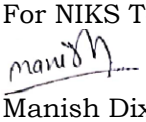
The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 12 for the approval of the shareholders by way of Special Resolution.

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

**Registered Office:**
Flat No. 501, Shiv Laxmi Plaza,
Opp Rajendra Nagar Terminal,
Old Bypass Main Road, Kankarbagh
Patna-800020, Bihar

Date: 08-09-2026

**By Order of the Board of Directors**
For NIKS Technology Limited



Manish Dixit
Managing Director
DIN: 06888132

**ANNEXURE I TO ITEMS 2, 3 AND 4 OF THE NOTICE**

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting [in pursuance of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015]

(Annexure to the notice in relation to Item No. 2,3 and 4 of the notice)

| **Name of Director** | Ms. Anamika Anand | Mr. Pankaj Kumar | Mr. Rakesh Kumar Singh |
|---|---|---|---|
| **DIN:** | 08229644 | 03153689 | 09386098 |
| **Date of Birth** | 27/03/1989 | 31/10/1988 | 05/01/1977 |
| **Date of first appointment on the board** | 29/02/2020 | 11/11/2021 | 03/11/2021 |
| **Nationality** | Indian | Indian | Indian |
| **Designation** | Director | Non-Executive Independent Director | Non-Executive Independent Director |
| **Qualification** | B.Tech (Electronics & Communication Engineering) and PGDM (Business Administration) | BSC | LAWYER |
| **Brief Profile & Expertise** | Has 9 years of experience in managing Pharma Company and Aesthetic Clinic, two years as Business Development in Zamil Industries and five years in Ecolite for Havells (R&D). | Has a wide experience with more than 9 years of experience in developing and executing bold and innovative strategies in Sales & Marketing. His education qualification is BSC in Information Technology, and two-year full time PGDM in Marketing & HR. | Has a wide experience in the field of Real estate & Govt. work contract having an experience of 24 years and by profession he is a Post Graduate and a Lawyer |
| **Present Status of Directorship in this Company** | Director | Non-Executive Independent Director | Non-Executive Independent Director |
| **Shares held in the Company** | 3,200 | Nil | Nil |
| **Seeking Appointment/re-appointment** | Re-appointment | As stated in Explanatory Statement above | As stated in Explanatory Statement above |
| **Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board.** | Nil | Nil | Nil |
| **Name of listed entities from which the person has resigned in the past three years** | None | Nil | Nil |
| **Number of Board meeting attended during the year (Financial Year 2025-26)** | 5 (Five) | 5(Five) | 5(Five) |

| | | | |
|---|---|---|---|
| **No. of Directorships held in other companies (excluding Foreign Companies)** | 4 (Four) | Nil | Nil |
| **Names of other entities in which the person also holds the directorship.** | 1. Skin Glogeous Private Limited<br>2. Sarvin Agro Chemicals Private Limited<br>3. Cosmosentials Organics (OPC) Private Limited<br>4. Sarvin Healthcare Private Limited | Nil | Nil |
| **Particulars of Committee Chairmanship/Membership held in Other Companies** | Nil | Nil | Nil |
| **Details of Remuneration sought to be paid** | Sitting fees for attending Board Meetings and Committee Meetings, if any, where she is a member | He shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings. | He shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings. |
| **Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company** | None | None | None |
| **Memberships/ Chairmanship of Committees of Board of Directors of the Company** | None | Niks Technology Limited<br>1.Stakeholders Relationship Committee<br>2. Nomination & Remuneration Committee<br>3. Audit Committee | Niks Technology Limited<br>1.Stakeholders Relationship Committee<br>2. Nomination & Remuneration Committee<br>3. Audit Committee |
| **In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements** | Not Applicable | The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core | The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core |

| | | | |
|---|---|---|---|
| | | skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Pankaj Kumar and concluded that Pankaj Kumar possess the relevant skill and capabilities to discharge the role of Directors. | skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Rakesh Kumar Singh and concluded that Rakesh Kumar Singh possess the relevant skill and capabilities to discharge the role of Directors. |

**ANNEXURE II OF ITEM NUMBER 11 AND 12**
**OBJECTS OF THE PREFERENTIAL ISSUE CONSIDERATION IN CASH**

**Objects of the Preferential Issue.**

The Board of Directors has proposed to raise up to ₹ 79,39,68,000 (Rupees Seventy-Nine Crore thirty-Nine Lakhs Sixty-Eight Thousand only) through the issuance of upto 40,00,200 (Forty Lakhs Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six Only) per Equity Share total aggregating to Rs. 54,40,27,200/- (Rupees Fifty-Four Crore Forty Lakhs Twenty-Seven Thousand Two Hundred only) and 18,37,800 (Eighteen Lakhs Thirty-Seven Thousand Eight Hundred) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 136/- (Rupees One Hundred Thirty-Six only) per Warrants, total aggregating to Rs. 24,99,40,800/- (Rupees Twenty-Four Crore Ninety-Nine Lakhs Forty Thousand Eight Hundred only) respectively on a preferential basis. The proposed fundraise is intended to secure long-term resources to support the Company's working capital requirements and general corporate purposes as approved by the Board, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, the requirement stipulated by BSE Circular Reference No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than ₹ 100 Crore.

**NIKS TECHNOLOGY LIMITED**

CIN: L80904BR2014PLC022439

Regd Office: Flat No. 501, Shiv Laxmi Plaza, Opp. Rajendra Nagar Terminal, Old Bypass Main Road, Kankarbagh, Patna – 800020, Bihar

Mobile: +91 99551 11150

Email: nikstechnology@gmail.com | Website: https://www.nikstech.com/

## Attendance Slip

(To be presented at the entrance)

**12th Annual General Meeting on Wednesday 30th September 2026 at 10:00 A.M. (IST)**

at Flat No. 501, Shiv Laxmi Plaza, Opp. Rajendra Nagar Terminal, Old Bypass Main Road, Kankarbagh, Patna – 800020, Bihar.

(Members or their proxies are requested to present this form for admission, duly signed.)

| | | | |
|---|---|---|---|
| DP Id * | _____ | Client Id[1] | _____ |
| Regd. Folio No. | _____ | No. of Shares | _____ |
| Name of the Member: | _____ | Signature: | _____ |
| Name of Proxy Holder: | _____ | Signature: | _____ |

I/we hereby record my/our presence at the 12th Annual General Meeting of the Company being held on Wednesday, 30 September 2026 at 10.00 a.m. at the registered office of the Company at Flat No. 501, Shiv Laxmi Plaza, Opp. Rajendra Nagar Terminal, Old Bypass Main Road, Kankarbagh Patna-800020, Bihar.

Please tick in box

Member ☐ Proxy ☐

[1] Applicable for shares held in electronic form

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Mobile: +91 99551 11150

Email: nikstechnology@gmail.com | Website: https://www.nikstech.com/

## Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

**Name of the member(s):** _____

**Registered address:** _____

_____

**E-mail Id:** _____

**Folio No. / Client Id:** _____

**DP ID:** _____

I/ We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____or failing him/her

Affix Revenue Stamp

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on Wednesday, 30 September, 2026 at 10.00 a.m. IST at Flat No. 501, Shiv Laxmi Plaza, Opp. Rajendra Nagar Terminal, Old Bypass Main Road, Kankarbagh, Patna – 800020, Bihar, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No. | Description of Resolutions: | FOR | AGAINST |
|---|---|---|---|
| **Ordinary Business:** | | | |
| 1. | To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors ("the Board") and Auditors thereon; | | |
| 2. | To appoint a director in place of Ms. Anamika Anand (DIN: 08229644), who retires by rotation and being eligible, offers herself for re-appointment; | | |
| **Special Business:** | | | |
| 3. | Re-Appointment of Mr. Pankaj Kumar (DIN: 03153689) as an Independent Director of the Company for the second term of 5 years | | |
| 4. | Re-Appointment of Mr. Rakesh Kumar Singh (DIN: 09386098) as an Independent Director of the Company for the second term of 5 years. | | |
| 5. | To consider alterations in the Memorandum of Association of the company. | | |
| 6. | Increase the authorised share capital and consequential amendment to the | | |

| | | | |
|---|---|---|---|
| | Memorandum of Association of the Company: | | |
| 7. | To consider alterations in the Articles of Association of the Company. | | |
| 8. | To approve giving a loan or guarantee or providing security under Section 185 of the Companies Act, 2013. | | |
| 9. | To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013. | | |
| 10. | To consider and approve the issue of equity shares on a preferential basis to the non-promoters for consideration other than cash. | | |
| 11. | To consider and approve the issue of equity shares on a preferential basis to the non-promoters for consideration in cash. | | |
| 12. | To consider and approve the issue of convertible warrants on a preferential basis to the non-promoters for consideration in cash. | | |

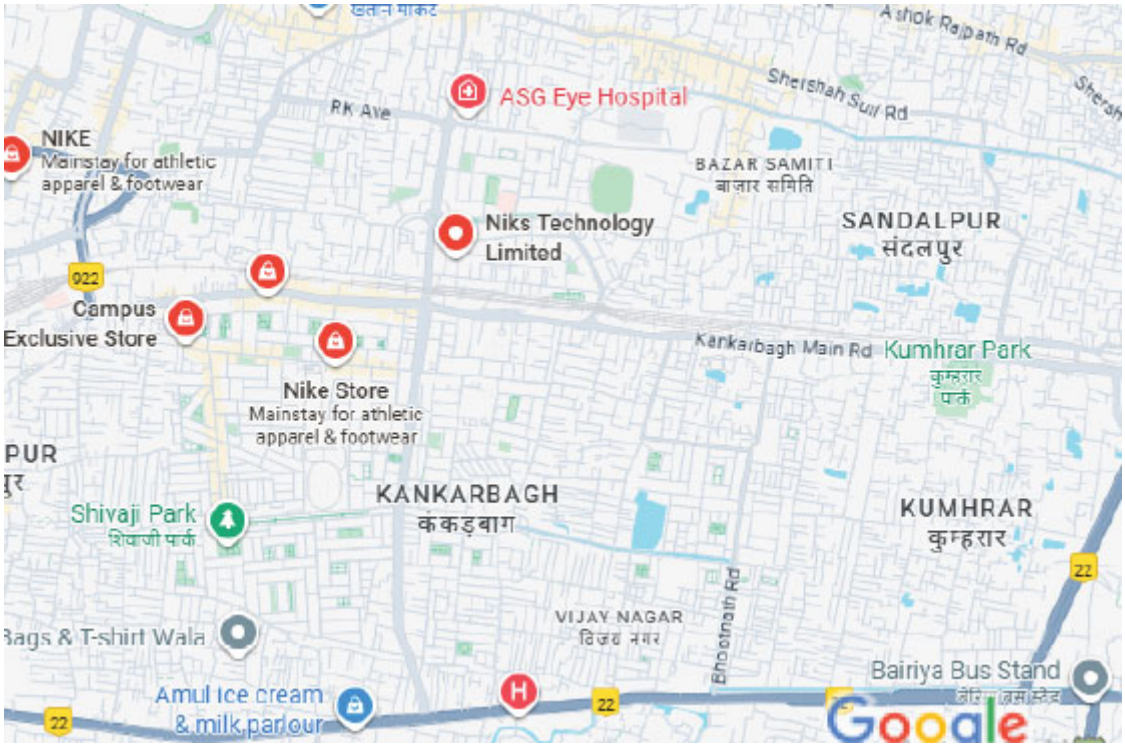
Signed this _____ day of _____2026

Signature of shareholder _____ Signature of Proxyholder(s) _____

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. This is only optional. Please put a '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing Proxy does not prevent a Member from attending in person if he/she so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. Any alteration or correction made to this Proxy form must be initialled by the signatory /signatories.

**ROUTE MAP**


ASG Eye Hospital
NIKE
Mainstay for athletic apparel & footwear
Niks Technology Limited
BAZAR SAMITI
बाजार समिति
SANDALPUR
संदलपुर
Campus Exclusive Store
Nike Store
Mainstay for athletic apparel & footwear
Kankarbagh Main Rd
Kumhrar Park
कुम्हरार पार्क
KANKARBAGH
कंकड़बाग
Shivaji Park
शिवाजी पार्क
KUMHRAR
कुम्हरार
VIJAY NAGAR
विजय नगर
Bhootnath Rd
Bairiya Bus Stand
Amul Ice cream & milk parlour
Google