NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF KUBER UDYOG LIMITED WILL BE HELD ON SATURDAY, 05TH SEPTEMBER, 2026 AT 10:00 A.M. AT THE VICTORIA MEMORIAL SCHOOL FOR THE BLIND, OPPOSITE FILM CENTER BUILDING, NEAR A.C. MARKET 73, TARDEO, MUMBAI- 400034 TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

Item No. 1.: Adoption of Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2026 and the Reports of the Directors and the Auditors thereon.

Item No. 2.: Re-Appointment of Mr. Chetan Shinde (DIN: 06996605) as a Director liable to retire by rotation:

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, Mr. Chetan Shinde (DIN: 06996605) who retires by rotation be and is hereby re-appointed as a director liable to retire by rotation."

SPECIAL BUSINESS

Item No. 3.: Regularization of Mrs. Purvi Samir Patel (DIN: 03292142) as an Independent Director of the Company.

To consider, and, if thought fit, approve the appointment of Mrs. Purvi Samir Patel (DIN: 03292142) as an Independent Director (Non-Executive) of the Company to hold office for a term of one year and to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 along with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re – enactment(s) thereof, for the time being in force, if any), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) thereof, subject to the recommendation of Nomination and Remuneration Committee, Board of Directors and member, the consent of the members be and is hereby accorded to regularize Mrs. Purvi Samir Patel (DIN: 03292142) who was appointed as an Additional Director of the Company with effect from July 23, 2026 under Section 161 of the Act, to hold the office up to the date of the ensuing Annual General Meeting, as a Non – Executive Independent Director of the Company, not liable to retire by rotation w.e.f. July 23, 2026.

“RESOLVED FURTHER THAT Mrs. Purvi Samir Patel (DIN: 03292142), be and is hereby appointed as a Non – Executive Independent Director of the Company to hold the office for a term of one year.

“RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Item No. 4.: Adoption of new set of Memorandum of Association (MOA) of Company in accordance with 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 13, 15 and other applicable provisions of Companies Act, 2013, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regards from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any committee), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association as per Companies Act, 2013 in place of the existing Memorandum of Association.”

“RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effects to this resolution.”

Item No. 5.: Adoption of new set of Article of Association (AOA) of Company in accordance with 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 14 and other applicable provisions of Companies Act, 2013, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regards from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any committee), consent of the members be and is hereby accorded to adopt the new set of Article of Association as per Companies Act, 2013 in place of the existing Article of Association.”

“RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effects to this resolution.”

Item No. 6.: Increase in Authorised Share Capital of the company and Consequent Alteration of Memorandum of Association.

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

"**RESOLVED THAT** pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 125,00,00,000/- (Rupees One Hundred Twenty-Five Crores only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

"**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause 5 as under:

5. The Authorized Share Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred Twenty-Five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required."

Item No. 7.: Alteration of Articles of Association of the Company.

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

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any and Rules made thereunder, the Articles of Association of the Company be and is hereby altered by substituting the existing Article 8 thereof with the following new Article 8 as under:

"Article 8: - The Authorized Share Capital of the Company will be as may be specified under clause V of the Memorandum of Association of the Company from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required."

Item No. 8.: Increase in the Limit of Investment by Foreign Institutional Investors (FIIS), Foreign Portfolio Investors (FPIS) and Non-Resident Indians (NRIS) in the Company's Equity Share Capital.

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

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended from time to time, the Consolidated FDI Policy as amended, and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2019 as amended from time to time and all applicable Rules, Regulations, Circulars and other applicable laws for the time being in force and subject to all applicable approvals, consents, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (FIIs)including their sub-accounts registered with the Securities and Exchange Board of India (SEBI) and Registered Foreign Portfolio investors (RFPIs) registered under The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company upto an aggregate limit of 74% (Seventy-Four per cent) of the paid-up equity share capital on fully diluted basis for the time being, provided, however, that the equity shareholding of each FII /RFPIs on his own account and on behalf of each of SEBI approved sub-account in the Company may exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification (s) or re-enactment (s) thereof for the time being in force."

"RESOLVED FURTHER THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Non Resident Indians (NRIs) to acquire and hold in their own account not exceeding the aggregate limit of 74% of the paid up Equity Share Capital of the Company on fully diluted basis or such limit as are or may be prescribed from time to time under applicable laws, rules and regulations;

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India and the depositories of the increase in investment limits of non-resident Indians / FPIs / FIIs etc. in the equity shares of the Company and to comply with all other requirements in this regard;

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company."

<u>Item No. 9.: Offer, Issue and Allot Equity Shares on Preferential Basis for Consideration other than Cash.</u>

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Act**") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("**Listing Regulations**"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the BSE Limited where the equity shares of the Company are listed ("**Stock Exchange**") and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and 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 mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("**Members**") be and is hereby accorded to the Board to issue, offer and allot on a preferential basis 7,62,85,000 (Seven Crores Sixty Two Lakhs Eighty Five Thousand) equity shares of the

Company having face value of Rs.10/- (Rupees Ten) each, at a price Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) including a premium of Rs. 13.10/-(Rupees Thirteen and Paise Ten only) per equity share, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date ("**Subscription Shares**") to Mr. Manav Bahri (3,81,42,500 Equity Shares), Mr. Dinesh Popli (1,90,71,250 Equity Shares) and Mr. Ajay Dutta (1,90,71,250 Equity Shares) (collectively, the "**Proposed Allottees**"), for consideration other than cash (being swap of the equity shares of Golden Ikon Fleet Management Private Limited ("**Golden Ikon**") towards discharge of the purchase consideration of Rs. 176,22,50,000/- (Rupees One Hundred Seventy-Six Crores Twenty-Two Lakhs Fifty Thousand Only) (excluding applicable duties, levies and taxes), for acquisition of 95,00,000 (Ninety-Five Lakhs) equity shares of face value Rs. 10/- (Rupees Ten) each from Mr. Manav Bahri (47,50,000 Equity shares 50%), Mr. Dinesh Popli, (23,75,000 Equity Shares 25%) and Mr. Ajay Dutta (23,75,000 Equity Shares 25%) representing 100% (One Hundred Percent) of the paid-up equity share capital of Golden Ikon Fleet Management Private Limited respectively (collectively, the "**Purchase Shares**") and the differential amount of ₹66,500/- shall be paid in cash to the **Proposed Allottees**.

The details of the Proposed Allottees, the number of Equity Shares proposed to be acquired and the number of equity shares of the Company proposed to be allotted is set forth in the below table:

Sr. No	Name and Address of Proposed Allottees	No of Equity Shares of Golden Ikon Fleet Management Private Limited (Golden Ikon) to be acquired	No. of Equity Shares of Kuber Udyog Limited (KUL) to be Allotted
1.	Mr. Manav Bahri Address: - D-245, Sushant Lok-1, Gurgaon, Haryana, 122002, India.	47,50,000 – 50%	3,81,42,500
2	Mr. Dinesh Popli Address: - Flat No. 2a, Building 3 The Hibiscus Apartments, Sector - 50, Nirvana Country, Gurgaon, Haryana, 122018, India.	23,75,000 – 25%	1,90,71,250
3	Mr. Ajay Dutta Address - The Hibiscus Building No-9, Flat No. 11 B, Near Baani Square, Nirvana Country, Gurgaon, Haryana, 122018.	23,75,000 – 25%	1,90,71,250
	Total Number of Equity Shares	**95,00,000**	**7,62,85,000**

RESOLVED FURTHER THAT the "**Relevant Date**" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Thursday the 6th August, **2026** being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Saturday, the 5th September, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed underapplicable laws:

1) The Subscription Shares to be issued and allotted 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 of Association and Articles of Association of the Company;
2) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
3) The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that, if any approval or permission by any regulatory authority / Stock Exchange/ the Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s);
4) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable laws for the time being in force;
5) The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
6) The Subscription Shares so offered, issued and allotted to the Proposed Allottees are being issued for consideration other than cash towards discharge of the purchase consideration payable by the Company for acquisition of the Purchase Shares, with the differential amount of Rs. 66,500/- (Rupees Sixty-Six Thousand Five Hundred only) being payable in cash to the Proposed Allottees, as applicable
7) The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.
8) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in de-materialized form within the time prescribed under the applicable laws;

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, and within the timelines prescribed under applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchange for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Subscription Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemedto have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

Item No. 10.: Raising of Funds through Issue of Warrants Convertible into Equity Shares on Preferential Allotment basis to the Individual Investors - Non-Promoters – Public Category for Cash.

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re- enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Kuber Udyog Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), as amended, and such other applicable rules, regulations,guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, (the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to offer, issue and allot, upto 12,00,000 (Twelve Lakhs) convertible warrants (Warrants) at a price of Rs. 23.10/- per warrant to (Mr. Manav Bahri (4,50,000 Warrants), Mr. Dinesh Popli (2,25,000 Warrants), Mr. Ajay Dutta (2,25,000 Warrants) and M/s Trimudra Trade and Holdings Private Limited (3,00,000 Warrants)) to Investors, under Non-Promoter Public category, each convertible into 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each fully paid up and a security premium of Rs. 13.10 (Rupees Thirteen and Paise Ten only) per share or such higher price which shall not be less than the minimum specified price of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such Warrants shall be convertible within a period of 18 months from the date of allotment, in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

“**RESOLVED FURTHER THAT** the “**Relevant Date**" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Thursday the 6th August**,** 2026 being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Saturday, the 5th September, 2026.

“RESOLVED FURTHER THAT:

i. The Board is authorized to issue and allot upto 12,00,000 (Twelve Lakhs) warrants at a price of Rs. 23.10/- per warrant aggregating upto Rs. 2,77,20,000/- (Rupees Two Crores Seventy-Seven Lakhs Twenty Thousand only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 12,00,000 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a securities premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per Equity share of the Company against each warrant.

ii. Each Warrant held by the Proposed Allottee shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rs. Ten only) at a security premium of Rs. 13.10/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

iii. The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

iv. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their bank accounts;

v. Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

vi. In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

vii. The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

viii. Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 13.10/- towards securities premium.

ix. The Warrants by itself, until conversion and allotment of equity shares, does not give to the holder thereof any right including voting rights similar to the shareholders of the company.

x. The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.

xi. The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

xii. In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

xiii. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

"**RESOLVED FURTHER THAT** the monies to be received by the Company from the Proposed Allottee towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions tothe preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the warrants (ii) making applications to the Stock Exchange for obtaining in-principle approvals; (iii) listing of shares arising out of conversion of warrants (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questionsand difficulties that may arise in the preferential offer; (vii) issue and allotment of the warrants and (viii) to take all other steps which may be incidental, consequential,relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu with the then existing equity shares of the Company in all respects including dividend."

Item No. 11.: Raising of Funds through Issue of Equity Shares on Preferential Allotment basis to the Investors - Non-Promoter – Public Category for Cash.

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re- enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Kuber Udyog Limited ('the Company'), and pursuant to the provisions under the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the 'SEBI (ICDR) Regulations'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2020, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited,(the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exerciseits powers including powers conferred under this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 3,95,50,000 (Three Crores Ninety Five Lakhs Fifty Thousand) equity shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up, on a preferential basis to the Proposed allottees under non-Promoter category (Public)as mentioned in the Explanatory Statement annexed hereunto to this Notice at a price of Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) per equity share [i.e. including a premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per equity share, or such higher price which shall not be less than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted to the Proposed Allottees by way ofpreferential allotment shall, *inter-alia,* be subject to thefollowing:

a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the equityshares;

b) The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;

c) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from their respective bank accounts;

d) The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that, if any approval or permission by any regulatory authority / Stock Exchange/ the Government of India for allotment is pending, the period of 15 days shall be counted from the dateof receipt of last of such approval(s);

e) The equity shares shall be issued and allotted by theCompany to the Proposed Allottees in de-materialized form within thetime prescribed under the applicable laws;

f) The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the dividendand voting rights, if any;

g) The "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Thursday the 6th August, 2026 being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Saturday, the 5th September, 2026.

h) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and

i) The equity shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

"RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Act".

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation **-** (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchange for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

Item No. 12.: Raising of Funds through Issue of Warrants Convertible into Equity Shares on Preferential Allotment Basis to the Investors - Non-Promoter – Public Category For Cash.

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re- enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Kuber Udyog Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2020, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, (the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exerciseits powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to offer, issue and allot, upto 25,00,000 (Twenty Five Lakhs) convertible warrants (Warrants) at a price of Rs. 23.10/- per warrant to the to the Proposed allottees under Non-Promoter category (Public)as mentioned in the Explanatory Statement annexed hereunto to this Notice, each convertible into 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each fully paid up and a security premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per share or such higher price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such Warrants shall be convertible within a period of 18 months from the date of allotment, in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT the "**Relevant Date**" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Thursday the 6th August, 2026 being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Saturday, the 5th September, 2026.

RESOLVED FURTHER THAT:

a) The Board is authorized to issue and allot upto 25,00,000 (Twenty-Five Lakhs) warrants at a price of Rs. 23.10/- per warrant aggregating upto Rs. 5,77,50,000/- (Rupees Five Crores Seventy-Seven Lakhs and Fifty Thousand only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 25,00,000 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a securities premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per Equity share of the Company against each warrant.

b) Each Warrant held by the Proposed Allottee shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rs. Ten only) at a security premium of Rs. 13.10/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

c) The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their bank accounts;

e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

h) Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 13.10/- towards securities premium.

i) The Warrants by itself, until conversion and allotment of equity shares, does not give to the holder thereof any right including voting rights similar to the shareholders of the company.

j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.

k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

"RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions tothe preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchange for obtaining in-principle approvals; (iii) listing of shares on conversion of warrants (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questionsand difficulties that may arise in the preferential offer; (vii) issue and allotment of the warrants and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemedto have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu with the then existing equity shares of the Company in all respects including dividend;

Item No. 13.: To Increase in Threshold of Loans/ Guarantees, Providing of Securities and Making of Investments in Securities under section 186 of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of all earlier resolutions passed and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to: (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, 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. 400,00,00,000/- (Rupees Four Hundred Crores) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. "

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required."

Item No. 14.: Approval to Advance any Loan/ Give Guarantee/Provide Security U/S 185 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members 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 (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Item No. 15.: Approval of Related Party Transactions under section 188 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members 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 enter into contract(s)/ arrangement(s)/ transaction(s) with party/ies as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice without any limit on individual transactions, with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company as per the last audited financial statements, provided that aggregate amount of all such Transactions taken together during a Financial Year shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores) and that the approval of the members shall be valid from the date of passing of this resolution for a period of one year.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Item No. 16.: Change of Object Clause of the Memorandum of Association.

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s)thereof for the time being in force)and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration of the Object Clauses of the Memorandum of Association of the Company in the following manner :-

Existing clause no. 1, 2 and 3 forming part of the Main Objects be deleted and substituted by insertion of new clauses no. 1 to 4 forming part of III–(A)of Main Object of the Memorandum of Association of the Company which is as follows: -

1. To Carry on the Business of Running, Renting, Operating, Hiring, managing of all kinds of Motor Vehicles, Motor Cars, Motors Buses and Motor Cabs, conveyances of all Kinds and to Transport Passengers and to do the Business of common carriers.

2. To carry on in India or abroad the business of tourists and travel agents, transport agents, contractors' freight and passage brokers and representatives of airlines, steamship lines, railways and other carriers, whether Indian or foreign, to arrange and operate tours, to facilitate, traveling by land, air and sea and to provide for tourists, provisions of conveniences of all kinds.

3. To carry on the business of providing facility services, HR consultancy, event management, manpower outsourcing, investigation and antecedent verification, beat patrol, hospitality service, tourism and travel services, risk analysis and outsourced safety, security related training services, security services, infrastructural facility management, marketing services, housekeeping services, Pest Management. Toilet Management, Specialized Cleaning services, guest house management, building management system, canteen management, office Plants and flower services, Carpet cleaning services and pest control in and outside India.

4.

a. To design, develop, and distribute AI-driven analytics software that enables organizations to extract insights, make predictions, and optimize operations using artificial intelligence technologies

b. to offer customized AI analytics solutions tailored to the specific needs of industries such as finance, healthcare, retail, manufacturing, and logistics.

c. To engage in the research and development of advanced AI algorithms and models that enhance the capabilities, accuracy, and efficiency of analytics processes.

d. To provide consulting services focused on the implementation, integration, and optimization of AI analytics tools, helping organizations leverage AI for data-driven decision-making.

e. To develop and offer cloud-based AI analytics platforms that provide scalable and secure environments for data analysis, machine learning model deployment, and AI-driven insights.

f. To offer cloud computing solutions such as infrastructure, platforms, and software delivered as services (IaaS, PaaS, SaaS).

g. To provide expert cloud consulting services that help businesses optimize their cloud strategies and improve operational efficiency.

h. To provide training and support services to clients, ensuring they can effectively use AI analytics software and interpret AI-generated insights for strategic advantage.

i. To engage in the reselling and licensing of third-party AI analytics software and tools, expanding the range of solutions available to clients. To develop and maintain a Software-as-a-Service (SaaS) platform that offers subscription-based access to AI analytics tools, services, and resources.

j. To engage in the profession of all types of Software Development (onsite and/or off- site) providing Information Technology (IT) enabled services including but not restricted to data (including graphics) transmission & processing, carry on the business of design, manufacture, develop, assemble, integrate, buy, sell, import, export, outsource on contract basis, deal in all types of computer software, applications, modules, modifications to existing codes/applications, computer hardware, computer technology and e-commerce and/or information technology /networking / security/ telecom products of all kinds and description, establishing research laboratories and experimental workshops, recruitment and/or training and/or consulting for any or all of the above areas/services.

k. To undertake the business of IT enabled services including back office, call office/contact center, call centers, help desk services, technical support for hardware/software products, hardware and software integration and/or maintenance services, medical transcription services, Medical Coding, Billing, Insurance Claims Processing, or any other Business Process Outsourcing services for any domains including Telecom, Networking, Security, ISP, animation, video or films, editing or subtitling or graphics or special effects and other information technology enabled services, recruitment and/or training and/or consulting for any or all of the above areas and or to enter into dry or wet lease contracts for all services and setting up and/or outsourcing infrastructure for these services and taking and/or letting it out on rental / lease or outsourced / incubation basis, and also outsourcing the work to other service providers/organizations within our facilities or at their site.

l. To manage and/or procure, acquire or purchase or get on rent/lease, set up and/or lease / rent out IT or any other infrastructure including land, buildings, plants, machineries, equipment, applications / software, manpower, all types of services incubation center and also any and all other things for functioning as a single window service provider for Customers in IT, IT Enabled Services, Management Services, Recruitment / Staffing and/or Consulting fields and to function as and/or on ASP basis.

m. To carry on business activities relating to the Web Based Commercial Services and to carry on the Business of providing solutions and services related to web- Technologies, Internet and E - Commerce including to design , develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise deal in Internet Portals, Internet networks, Media Portals, Internet Solutions, Internet Gateway, Internet Service Provider, E - Commerce, Website designing, Web based and web enabled services and applications, E - Commerce Service Provider, E - Commerce Solutions, E - Commerce Platforms, E - Commerce Education, E-Commerce technologies and E - Commerce Business Solutions and to invest, amalgamate & enter in to joint venture with the Companies conducting E-Commerce Business.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the alteration in object clause thereof with the Registrar of Companies, Maharashtra, Mumbai and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

"RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub- Committee of the Board to further delegate all or any of its powers/duties to any of its members."

Item No. 17.: Change in Company's Name.

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 read with (Incorporation) Rules, 2014, (the "Rules")and other applicable provisions if any of the companies Act, 2013 read with (Management and Administration) Rules, 2014 (the "rules") including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs, Stock Exchange where the shares of the company are listed and other authorities as may be applicable and subject to such terms, conditions, amendments or modifications, as may be required or suggested by Statutory authorities, the name of the company be and is hereby changed from "**Kuber Udyog Limited**" to "**Golden Ikon Mobility Limited"** or such other name as may be made available for adoption by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre."

RESOLVED FURTHER THAT pursuant to Section 13, 14, 15 and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactment thereof) the name of the company "**Kuber Udyog Limited**" where ever it appears in the Memorandum and Articles of Association of the company or elsewhere; be substituted by the new name "**Golden Ikon Mobility Limited**" or such other name as may be made available for adoption by the by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the change of name thereof with the Registrar of Companies, Maharashtra, Mumbai and stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed change of name and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

Item No. 18.: Authorization for Borrowing Money in excess of Limit.

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("**Board**") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 2**00 Crores** (Rupees Two Hundred Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized severally to sign and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required."

Item No. 19.: Creation of Charges, Mortgages, Hypothecation on the Immovable and Movable Properties of the Company.

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made there under, consent of the members of the Company be and is here by accorded by way of a special resolution to the Board of Directors ("**Board**") of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation , pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated ,in favor of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "**Lenders**") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "**Financial Indebtedness**") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 2**00 Crores** (Rupees Two Hundred Crores) at any time;

RESOLVED FURTHER THAT the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized severally to sign and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required."

By Order of the Board of Directors
For Kuber Udyog Limited,

Chetan Shinde
Managing Director
DIN:- 06996605
Place: Mumbai
Dated: 7th August, 2026

Registered Office:
Office Number 156 1st Floor Raghuleela Mega Mall
Kandivali West, Mumbai, Maharashtra, India, 400067
Website: www.kuberudyog.com
CIN: L51909MH1982PLC371203

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote instead of himself and the proxy need not be a member of the company.

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company.

   During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.

2. In compliance with the aforesaid MCA circulars and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by Securities and Exchange Board of India ('SEBI'), Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the company's registrar and share transfer agent/depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the company's website **www.kuberudyog.com**,websites of the stock exchanges i.e. BSE Limited at **www.bseindia.com** and on the website of NSDL **https://www.evoting.nsdl.com**.

3. In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.

4. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their Email ID with the Company or with the Registrar and Transfer Agents.

5. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification.

6. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in Physical Form can submit their PAN details to the Company.

8. Additional Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 with respect of the Director(s)/Manager seeking appointment/reappointment at the AGM has been furnished and forms a part of the notice. The director(s)/manager have furnished the requisite consents/declarations for their appointment/re-appointment.

9. In order that the appointment of a proxy is effective the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.

10. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.

11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013 are requested to send the Company a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

12. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website at www.kuberudyog.com. Members holding shares in demat mode should file their nomination with their Depository Participant (DPs) for availing this facility.

13. Members may please note that SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.kuberudyog.com. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

14. Member's proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

15. Any change of particulars including address, bank mandate and nomination for shares held in Demat form, should be notified only to the respective Depository Participants where the Member has opened his/her Demat account. The Company or its share transfer agent will not act on any direct request from these Shareholders for change of such details. However, requests for any change in particulars in respect of shares held in physical form should be sent to our RTA.

16. In case of joint holders attending the Meeting the joint holder who is higher in the order of names will be entitled to vote at the meeting.

17. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

18. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, August 30, 2026 to Saturday, September 05, 2026 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended March 31, 2026.

19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

20. A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If Member casts vote by both modes, then voting done through e- voting shall prevail and Ballot shall be treated as invalid.

21. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered office of the Company not later than Friday, September 04, 2026 (5.00 pm IST). Ballot Form received after this date will be treated invalid.

22. As per SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the transfer of shares in physical mode is not allowed from 1st April 2019. Hence members are requested to dematerialize their shares. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization which include easy liquidity since trading is permitted in dematerialized form only electronic transfer savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

23. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act 2013 during the current Financial Year is not applicable.

24. 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 (record date) Saturday, August 29, 2026.

25. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under item No. 3 of the Notice is annexed hereto.

26. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

27. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

THE PROCEDURE TO LOGIN TO E-VOTING WEBSITE CONSISTS OF TWO STEPS AS DETAILED HEREUNDER:

The remote e-voting period begins on September 02, 2026 at 09:00 A.M. and ends on September 04, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 29, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 29, 2026.

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &

	Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

IMPORTANT NOTE:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

1. Visit the e-Voting website of NSDL Open web browser by typing the following URL: **www.evoting.nsdl.com** either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at www.eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details will be as per details given below:

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

5. Your password details are given below:

   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

   c. How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

   a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com.**

c. If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the One Time Password (OTP) based on login for casting the votes on the e-Voting systems of NSDL.

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

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

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

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of the Company.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjbrahmbhatt@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

1. The e-voting period commences September 02, 2026 at 09:00 A.M. and ends on September 04, 2026 at 05:00 P.M.(IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, August 29, 2026, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.kuberudyog.com** and on the website of NSDL **www.evoting.nsdl.com** immediately.

6. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the registered office of the Company.

By Order of the Board of Directors
For Kuber Udyog Limited,

Chetan Shinde
Managing Director
DIN:- 06996605
Place: Mumbai
Dated: 7th August, 2026

Registered Office:
Office Number 156 1st Floor Raghuleela Mega Mall
Kandivali West, Mumbai, Maharashtra, India, 400067
Website: www.kuberudyog.com
CIN: L51909MH1982PLC371203

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013.

ITEM NO 3:

The Board of Directors on the recommendation of Nomination and remuneration Committee, appointed Mrs. Purvi Samir Patel (DIN 03292142) as an Additional Director (Independent Director) of the Company, with effect from July 23, 2026 under Section 149,150 and 152 of the Companies Act 2013.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mrs. Purvi Samir Patel shall hold office up to the date of next General meeting or for a period of 3 months from the date of appointment, whichever is earlier.

Mrs. Purvi Samir Patel is eligible to be appointed as an Additional and Independent Director for a term of up to 5 consecutive years. The Company has received notice under Section 160 of the Companies Act 2013 from Mrs. Purvi Samir Patel signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from Mrs. Purvi Samir Patel.

In the opinion of the Board, Mrs. Purvi Samir Patel fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for being eligible for her appointment.

Mrs. Purvi Samir Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Board noted that Mrs. Purvi's background and experience are aligned to the role and capabilities identified by the NRC (Nomination and Remuneration Committee) and that she is eligible for appointment as an Independent Director.

Consent of the shareholders by passing a Special Resolution is required in this regard.

The resolution seeks the approval of members for the appointment of Mrs. Purvi Samir Patel as an Independent Director of the Company for pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mrs. Purvi Samir Patel as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mrs. Purvi Samir Patel, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of Members.

ITEM NO.: 4

The Companies Act, 2013 ("the Act") is now largely in force and most of the sections have been notified. The existing Memorandum of Association ("MoA") of the Company is based on Companies Act, 1956 and not only do several regulations of the existing MoA contains references to the specific sections of the Companies Act, 1956, but also some regulations are no longer in conformity with the Act.

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified".

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares.

Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.04 as a Special Resolution.

ITEM NO.: 5

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws.

Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The Regulations contained in Table 'F' of the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the Articles.

Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.05 as a Special Resolution.

ITEM NOS. 6 and 7

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing Equity Shares and convertible Warrants. The Board of Directors at items Nos. 9,10,11 and 12 of the Notice, proposes to issue and allot Equity Shares and convertible warrants by way of preferential allotment. Hence it is therefore deemed appropriate to increase the Authorized Equity Share Capital of the Company to accommodate the issue of Equity Shares and equity shares arising out of conversion of warrants as envisaged at various items as forming part of this Notice and for that purpose, the Capital Clause No. 5 of the Memorandum of Association of the Company is required to be suitably altered as set out at Item No. 6 of the accompanying Notice.

Further Article 8 of Articles of Association of the company is suitably altered as set out at Item no. 7

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for Increase of the Authorized Share Capital and for the Consequent Amendment to the capital clause of the Memorandum and Articles of Association of the Company.

The Current Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- each. The Issued Subscribed and Paid-up Capital of the Company is Rs. 3,43,30,000/- (Rupees Three Crores Forty-Three Lakhs Thirty Thousand only) divided into 34,33,000 (Thirty-Four Lakhs Thirty Thousand) Equity Shares of Rs. 10/- each.

Further, considering the proposed issue of Fully-paid Equity Shares and in order to accommodate the issue of Equity Shares and Equity Shares arising out of conversion of warrants, the Board of Directors considers that, the existing Authorized Share Capital of the Company is proposed to be increased from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- each to Rs. 125,00,00,000/- (Rupees One Hundred Twenty-Five Crores only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Further, the increased Authorized Share Capital will have to be reflected in the Memorandum and Articles of Association of the Company.
None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Your directors recommend the resolutions at item nos. 6 for your approval as an Ordinary Resolution and item no. 7 as a Special Resolution.

ITEM NO. 8

In terms of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non-debt Instruments) Rules, 2020 as amended read with relevant Notifications/circulars / Press Notes/ Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank Of India in connection with foreign investment, the Foreign Institutional Investors (FIIs) class has been re-classified as Registered Foreign Portfolio Investors (RFPIs). Further, FIIs registered with Securities and Exchange Board of India (SEBI) including their sub accounts are subsumed under this new category viz. RFPIs. The aggregate holdings of RFPIs and deemed RFPIs put together shall not exceed 24% and NRIs can in aggregate hold upto 24% of paid-up Equity Capital of the Company. However, this limit of 24% for FIIs/RFPIs and 24% for NRIs may be increased upto 74% of the Paid-up capital, with the approval of the Board of Directors (Board) and the shareholders of the Company by way of a Special Resolution.

The Resolution set out at Item No. 8 of the Notice will also enable the FIIs/ RFPIs and NRIs to acquire shares of the Company through Stock Exchange within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

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

Your directors recommend the resolution set out at item no. 8 for your approval as a Special Resolution.

ITEM NO. 9

The Company was incorporated in the year 1982 under the provisions of the Companies Act, 1956 and is registered as a non-deposit taking Non-Banking Financial Company (NBFC) with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934 and was authorized to carry on the business of a non-banking financial institution.

Subsequently, the Company identified better business opportunities in trading and allied activities and decided to discontinue its NBFC operations. Accordingly, the Company applied to the Reserve Bank of India for voluntary surrender of its Certificate of Registration (COR) as an NBFC. The Application for surrender of NBFC license is currently under consideration of Reserve Bank of India, Ahmedabad. The Company ceased to undertake NBFC activities and no longer operates as an NBFC. The company is primarily engaged in advisory and consultancy in IT and banking regulatory services and trading in metal and gold jewellery in India.

The Company has a strategic vision of emerging as a recognized player in fleet management by acquiring the capital of Golden Ikon. To Fast track this strategic vision, the Board of Directors of the Company, at its meeting held on Friday the 7th August, 2026 has considered the proposal of Business expansion, through acquisition of Equity Shares from the Equity Shareholders of Golden Ikon Fleet Management Private Limited which is primarily engaged in providing fleet management and integrated facility management solutions to multinational corporations, luxury hotels, tour operators and special events.

Due to this inorganic acquisition, the Company will venture into a new line of business for its future business growth.

Acquisition of equity shares of Golden Ikon Fleet Management Private Limited held by Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta pursuant to the Share Sale and Subscription Agreement dated 7th August, 2026 executed between the Company and Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta.

At its meeting held on 7th August, 2026, the Board of Directors of the Company ("**Board**") has approved the acquisition of 95,00,000 equity shares of Golden Ikon Fleet Management Private Limited held by Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta, representing 100% of the paid-up equity share capital of Golden Ikon Fleet Management Private Limited (**Swap Shares**"), for a purchase consideration value of Rs. 176,22,50,000/-,(Rupees One Hundred Seventy Six Crores Twenty Two Lakhs Fifty Thousand only) to be discharged by way of a share swap, wherein the share swap ratio has been determined based on the valuation report obtained from RBSA Valuation Advisors LLP a Registered Valuer entity – Securities and Financial assets with IBBI Registration Number.: IBBI/RV/-E/05/2019/110 having corproate office at 1081 &1082, Solitaire Corp. Park, Chakala, Andheri Kurla Road, Andheri (East), Mumbai – 400 093 an Independent Registered Valuer ("**the Valuer**") (referred to below as the "**Valuation Report**") in accordance with Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), for issuance of equity shares of the Company to Mr. Manav Bahri,, Mr. Dinesh Popli and Mr. Ajay Dutta, on a preferential basis as consideration for the acquisition of their shares held in Golden Ikon Fleet Management Private Limited (Golden Ikon) as Swap Shares (the equity shares proposed to be issued to Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta is referred to below as "**Subscription Shares**").

It was further proposed by the Board, that the said acquisition be made on the basis of Share Sale and Subscription Agreement (SSSA) wherein the Shares of Golden Ikon Fleet Management Private Limited (Golden Ikon) will be acquired from the existing Shareholders of the company (Golden Ikon) /Proposed Allottees.

Post-acquisition of these shares, Golden Ikon Fleet Management Private Limited will become a WOS (wholly owned subsidiary) of the Company (Kuber Udyog Limited - Kuber).
The consolidated accounts of the company (Kuber) will reflect the turnover, profit / loss, assets and liabilities of Golden Ikon which will show a spike in these numbers of the company.
It is proposed to issue 7,62,85,000 Equity Shares by the Company to the Shareholders of Golden Ikon i.e. Proposed Allottees and it is determined by dividing the Purchase Consideration Value of Rs. 176,22,50,000 (Rupees One Hundred Seventy-Six Crores Twenty-Two Lakhs Fifty Thousand Only) by Issue Price of Preferential Issue i.e. Rs 23.10/- per Equity Share in accordance with the SEBI (ICDR) Regulations and the differential amount of ₹66,500/- shall be paid in cash to the **Proposed Allottees**.

The offer / issue / allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI / Stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the Stock Exchange as may be required under the provisions of the Listing Agreement/Act/SEBI.

Pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 approval of the Members is required for the proposed allotment of Equity Shares on a preferential basis to the shareholders of Golden Ikon Fleet Management Private Limited. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Act read with Rules made thereunder including SEBI (ICDR) Regulations, 2018 and in terms of the provisions of the Listing Agreement.

The proposed preferential issue is subject to the approval of any other regulatory authority, as may be necessary, without the need of any further approval from the Members, to undertake the preferential issue, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

In accordance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, the ICDR Regulations, and other applicable laws, as amended from time to time, the approval of Members of the Company by way of a special resolution is required to issue equity shares on a preferential basis to Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta (collectively, the "**Proposed Allottees**") for a consideration other than cash being discharged by transfer of a total of 100% of the paid-up equity share capital of Golden Ikon Fleet Management Private Limited held by the Proposed Allottees (*being* Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta), to the Company ("**Proposed Preferential Issue**").

Accordingly, in terms of the Act and the SEBI (ICDR) Regulations, consent of the members is being sought for discharging the purchase consideration of Rs. 176,22,50,000/- through (i) issue and allotment of 7,62,85,000 Equity Shares at Rs. 23.10/- per Equity Share aggregating to Rs. 176,21,83,500/- for consideration other than cash by way of share swap; and (ii) cash consideration of Rs. 66,500/- payable to the **Proposed Allottees** as the Board of Directors of the Company may determine in the manner detailed hereafter

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

   With an objective to accomplish the Company's vision to grow, the Company is proposing to acquire the entire shareholding of Golden Ikon Fleet Management Private Limited from the Equity shareholders of Golden Ikon Fleet Management Private Limited. In order to achieve the said objective, the Company is proposing to issue and allot 7,62,85,000 Equity Shares at an issue price of Rs. 23.10/- per Equity Share, aggregating to Rs. 176,21,83,500/-, and pay cash consideration of Rs. 66,500/- to discharge the aggregate purchase consideration of Rs. 176,22,50,000/- payable for acquisition of 95,00,000 Equity Shares of Golden Ikon in accordance with the Share Sale and Subscription Agreement entered into by the Company with Golden Ikon Fleet Management Private Limited and the shareholders of Golden Ikon Fleet Management Private Limited /Proposed Allottees.

   Post-acquisition of these shares, Golden Ikon Fleet Management Private Limited will become a WOS (wholly owned subsidiary) of Kuber Udyog Limited.

2. **Number of securities to be issued and Pricing**

   The Company proposes to issue and allot 7,62,85,000 fully paid-up equity shares of face value Rs. 10/- of the Company at a price of Rs. 23.10/- per equity share (including a premium of Rs. 13.10/-) aggregating to Rs. 176,21,83,500/- such issue price being not less than the Floor Price as on the Relevant Date, and the fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report and the differential amount of Rs. 66,500/- shall be paid in cash to the **Proposed Allottees**.

3. **Relevant Date***:*

   The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Thursday, the 6th August, 2026 which is 30 (Thirty) days prior to the date of this Annual General Meeting.

4. **Basis on which the price has been arrived at:**

   The equity shares of the Company are listed on the BSE Limited ("**BSE**").

   The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

   As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

   As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is more than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are frequently traded.

   The provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made.

   In terms of the SEBI (ICDR) Regulations, the floor price at which the Equity Shares can be issued is Rs. 23.08 per Share, as per the pricing formula prescribed under the SEBI (ICDR) Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 20.62 per equity share;

b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 23.08 per equity share.

c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The total purchase consideration as per the valuation report dated 7th August, 2026 issued by CA Ravishu Vinod Shah independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/05/2019/110 works out to Rs. 176,22,50,000/- (Rupees One Hundred Seventy-Six Crores Twenty-Two Lakhs Fifty Thousand only) and value per share of Golden Ikon Fleet Management Private Limited is Rs. 185.50 per share.

The issue price has been determined based on a consideration of **(i)** fair equity share swap ratio for the proposed transaction, as per the Valuation Report dated 7th August, 2026 issued by Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728 (ii) Pricing Certificate **d**ated 7th August, 2026, issued by Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728 certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations; and **(iii)** fair value per equity share of the Company as on the Relevant Date, determined basedon the aforementioned Valuation Report.

The Board of Directors have decided the issue price at Rs. 23.10/ per Equity Share and accordingly the price at which the Preferential Issue is being made is Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) per Equity share which has been higher than the minimum specified price per Equity share computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations.

Considering that the Preferential issue shall result in change in control (pl. refer para 12 hereinbelow) and allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 23.10/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 7th August, 2026 issued by RBSA Valuation Advisors LLP a Registered Valuer entity – Securities and Financial assets having corporate office at 1081 & 1082, Solitaire Corp. Park, Chakala, Andheri Kurla Road, Andheri (East), Mumbai – 400 093 an Independent Registered Valuer (“**the Valuer**”), in accordance with Regulation 166A of the ICDR Regulations (“**Valuation Report**”). The valuation report shall be available for inspection by the Members and the same may be accessed on the Company’s website as the link www.kuberudyog.com

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottee within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link [www.kuberudyog.com.](http://www.kuberudyog.com)

The Equity Shares allotted pursuant to the above Resolution shall rank* pari-passu *in all respects with the existing Equity Shares of the Company

5. **Particulars of Subscriber to Equity Shares**

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoter for consideration other than cash in terms of Share Sale and Subscription Agreement as per the details given herein below:

Name of the Proposed subscriber	**Pre-Preferential Issue**		**New Allotment**	**Post Preferential Issue (*)**	
Category – Non-Promoters	**No. of Shares held**	**% of Holding**	**No. of Shares**	**No of shares held and shares issued through this notice**	**% of Holding**
Mr. Manav Bahri	0	0.00	3,81,42,500	3,85,92,500	31.38
Mr. Dinesh Popli	0	0.00	1,90,71,250	1,92,96,250	15.69
Mr. Ajay Dutta	0	0.00	1,90,71,250	1,92,96,250	15.69
Total	**0**	**0.00**	**7,62,85,000**	**7,71,85,000**	**62.76**

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

Notes: -

1. Golden Ikon Fleet Management Private Limited is under the Control and management of Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta.

2. Post completion of Open Offer as per SEBI (SAST) Regulations, 2011, Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta will become Promoters along with M/s. Trimudra Trade and Holdings Private Limited, a person acting in concert of the company.

3. Post-acquisition of these shares, the Company i.e. Golden Ikon Fleet Management Private Limited will become a wholly owned subsidiary of Kuber Udyog Limited.

4. The Equity Shares are being issued for consideration other than cash by way of share swap. The aggregate purchase consideration of Rs. 176,22,50,000/- is proposed to be discharged through issue of 7,62,85,000 Equity Shares aggregating to Rs. 176,21,83,500/- and cash consideration of Rs. 66,500/- payable to the **Proposed Allottees**.

5. Post preferential issue, the capital of the Company would be 12,29,68,000 Equity shares including allotment as envisaged through this AGM Notice.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them**: Not Applicable**

7. **Shareholding Pattern of the Company before and after the issue:**
   Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as Annexure I to the Notice

8. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer**:
   None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

9. **Proposed time within which the preferential issue shall be completed:**
   The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of such last approval(s) or permission(s);

10. **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. 23.10/- per share at a premium of Rs. 13.10/- per Equity Share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees, towards consideration payable by the Company for the acquisition of the 100% stake of the Golden Ikon Fleet Management Private Limited.

    The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

11. **Undertaking**:
    None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

12. **Change in control, if any, in the Company that would occur consequent to the preferential offer:**
    There shall be change in the management or control of the Company pursuant to the issue of the Equity Shares. The Proposed allottee i.e. Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta along with M/S Trimudra Trade and Holdings Private Limited have already triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process they will become the Promoters / persons acting in concert of the company. Thus, there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change.

    Until Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta along with M/S Trimudra Trade and Holdings Private Limited acquire control over the Company, the current promoter of the Company prior to the proposed preferential allotment will be identified as ‘promoter’ of the Company. Upon the Proposed Allottees acquiring control over the Company, all or any members of the current ‘promoter and promoter groups of the Company may be reclassified as “public shareholders” in accordance with the provisions of Applicable Law.

The above stated acquirers shall, upon the successful completion of the Open offer process under SEBI SAST Regulation, 2011, be classified as promoters in accordance with the provisions of Applicable Law.

13. **Recommendations and Voting Pattern of the committee of independent directors of the Company:**
The committee of Independent Directors comprising of Mr. Akshay Girish Poriya and Ms. Purvi Sameer Patel in their meeting held on Friday, the 7th August, 2026 have considered the proposal to make the preferential allotment of 7,62,85,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs. 23.10/- has been determined taking in consideration the Valuation report provided by Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728 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. 2.10/- (10%) per share as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Directors	Assent	Dissent
1	**Mr. Akshay Girish Poriya**	✓	-
2	**Ms. Purvi Sameer Patel**	✓	-

14. **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:**
The Company has not made any preferential allotment during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder.

15. **Valuation and justification for the allotment proposed to be made for consideration other than cash:**
The Company proposes to discharge the total Purchase Consideration payable for acquisition of the Target Company i.e. Golden Ikon Fleet Management Private Limited by acquiring 100% stake of the Target Company i.e. Golden Ikon Fleet Management Private Limited from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on preferential basis to the Proposed Allottees.

In terms of Regulation 163(3) of the ICDR Regulations, the valuation of the Purchase Shares has been determined based on the Valuation Report dated 7th August, 2026 issued by Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728. The fair value per equity share of the Company and the fair equity share swap ratio has also been determined based on the aforesaid Valuation Report.

The valuation of the same is based on the independent valuation report dated 7th August, 2026 received from M/s RBSA Valuation Advisors LLP a Registered Valuer with IBBI Registration Number in compliance with Regulation 163(3) of the SEBI ICDR Regulations.

The Company has also obtained a pricing certificate dated 7th August, 2026 issued by Ravishu Vinod Shah Partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728, certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Chapter V of ICDR Regulations.

The Shares being issued towards the Consideration payable for acquisition of shares of Golden Ikon Fleet Management Private Limited.

Details of Share Sale and Subscription Agreement (SSSA)

Name of the Proposed Allottee / Seller company	Mr. Manav Bahri, Mr. Ajay Dutta, and Mr. Dinesh Popli
Date of SSSA	7th August, 2026
Nature of Business	Golden Ikon is a full-service fleet management services Provider company
Value of the Assets / Business	Total Purchase Consideration Rs. 176,22,50,000/- (Rupees One Hundred Seventy-Six Crores Twenty-Two Lakhs Fifty Thousand Only)
No of shares proposed to be issued in lieu of discharge of consideration	For consideration other than cash – Share Swap It is proposed to Issue 7,62,85,000 Equity Shares of Rs. 10/- each to Mr. Manav Bahri, (3,81,42,500 Equity Shares), Mr. Dinesh Popli (1,90,71,250 Equity Shares) and Mr. Ajay Dutta (1,90,71,250 Equity Shares) and the differential amount of Rs. 66,500/- shall be paid in cash to the **Proposed Allottees**
Pre issue shareholding	Nil
Post issue shareholding assuming full conversion of warrants into Equity	62.76%
Advantage / benefits arrived by acquiring the business / assets	The Company has a strategic vision of emerging as a recognized player fleet management by acquiring the equity share capital of Golden Ikon Fleet Management Private Limited. To Fast track this strategic vision, the Board of Directors of the Company, at its meeting held on Friday the 7th August, 2026, has considered the proposal of Business expansion, through acquisition of Equity Shares from the Equity Shareholders of Golden Ikon which is engaged in the business of fleet Management services. Due to this inorganic acquisition, the Company will venture into a new line of business for its future business growth

16. **Listing*:***
The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

17. Certificate of Practicing Company Secretary:
The Certificate from MS. Janki Brahmbhatt, Janki & Associates, Practicing Company Secretaries, (M. no.-49469, CP No. 17960), Tel: 9408252186, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: https:// www.kuberudyog.com under the tab "Preferential Issue".

18. **Other Disclosures:**

A. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.

B. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorized share capital of the Company.

C. Given that the Proposed Preferential Issue is for a non-cash consideration (being swapof the Purchase Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the ICDR Regulations is not applicable.

D. The equity shares of the Company proposed to be issued under this preferential issue shall rank pari-passu with the existing equity shares of the Company.

E. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations

19. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:
The Investors shall hold approx. 63 % of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue, assuming conversion of warrants into equity shares and the existing shares issued by the Company). There will be a change in control of the Issuer consequent to the preferential issue. Please refer para 12 hereinabove.

20. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:
The current status of the Proposed allottees is non-Promoter and after the proposed allotment and post completion of Open Offer Process under SEBI (SAST) Regulations, 2011 and the status will change to promoters of the Company. Please refer para 12 hereinabove.

21. **Lock-in:**

a) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

b) The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

22. The Company undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. 5th September, 2026. Members seeking to inspect such documents can send an email to kuberudyoglimited@gmail.com .

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at item no. 9 as set out in the accompanying Notice for approval by the Members of the Company.

ITEM NO. 10

The Board of Directors in its meeting held on Friday, 7th August, 2026 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot upto 12,00,000 Warrants convertible into upto 12,00,000 Equity Shares for cash on preferential basis to Mr. Manav Bahri, Mr. Dinesh Popli, Mr. Ajay Dutta and M/s Trimudra Trade & Holdings Private Limited the non-promoters / investors (Public Category).

The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investors who are non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 12,00,000 convertible Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The warrants and Equity shares arising out of exercise of right attached to the warrants to be allotted to investors who are non - promoters / investors – Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

1. The Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential issue (Issue Proceeds after adjustment of expenses related to the Preferential issue if any) towards the following objects.

Sr. No.	Particulars	Total estimated amount to be funded from proceeds (Rs. in Crores)	Tentative timeline for utilization of the issue proceeds from the date of receipt of funds
1	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or intercompany loan into subsidiaries – (capital in Nature - For Head office construction in Subsidiary company i.e. Golden Ikon Fleet Management Private Limited.	1.00	Within 24 months from the date of the issue proceeds
2	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or intercompany loan into subsidiaries – (Operational in Nature including working capital in Golden Ikon Fleet Management Private Limited)	1.12	Within 24 months from the date of the issue proceeds
3	General Corporate purposes – Utilization towards administrative expenses, business development, strategic initiatives, contingency and other corporate requirements.	0.655	Within 24 months from the date of the issue proceeds

- The issue and allotment of Warrants by way of preferential allotment to the non-Promoters is by way of cash contribution.
- considering 100% conversion of warrants into Equity shares within the stipulated time.
- Issue Proceeds shall be received by the company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by the management, the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. If the proceeds are not utilized (in full or in part) for the objects stated above during the period, the remaining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board in accordance with applicable laws without further approval of the members of the Company.

Interim use of proceeds: - The company will have the flexibility to deploy the net proceeds of the issue as decided by the Board from time to time. Given the pending complete utilization for the objects described above, the Company intends to inter alia, invest the net proceeds in money market instruments including money market mutual funds, debt market instruments (including liquid funds and mutual funds) deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2. Number of securities to be issued and Pricing

The Company proposes to issue up to 12,00,000 (Twelve Lakhs) Warrants of the issue price of Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) per warrant aggregating upto Rs. 2,77,20,000/- (Rupees Two Crores Seventy-Seven Lakhs Twenty Thousand only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottees / Investors, which will entitle the holder to exercise and apply for upto 12,00,000 Equity Shares at a conversion price of Rs. 23.10/- having the face value of Rs. 10/- (Rupees Ten only) each and at a premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per Equity share of the Company against each warrant subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Thursday, the 6th August, 2026, which is 30 (Thirty) days prior to the date of this Annual General Meeting.

4. Basis on which the price has been arrived at:

The equity shares of the Company are listed on the BSE Limited ("**BSE**").

The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is more than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are frequently traded.

The provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made.

In terms of the SEBI (ICDR) Regulations, the floor price at which the Equity Shares can be issued is Rs. 23.08 per Share, as per the pricing formula prescribed under the SEBI (ICDR) Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 20.62 per equity share;

b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 23.08 per equity share.

c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The issue price has been determined based on a consideration of **(i)** fair equity share swap ratio for the proposed transaction, as per the Valuation Report dated 7th August, 2026 issued by CA Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728 **(ii)** Pricing Certificate dated 7th August, 2026,issued by Mr. Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728, certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations; and **(iii)** fair value per equity share of the Company as on the Relevant Date, determined basedon the aforementioned Valuation Report.

The Board of Directors have decided the issue price at Rs. 23.10/- per warrant and accordingly the price at which the Preferential Issue is being made is Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) per Equity share which has been higher than the minimum specified price per Equity share computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations.
Considering that the Preferential issue shall result in change in control (pl. refer para 12 hereinbelow) and allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 23.10/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 7th August, 2026 issued by RBSA Valuation Advisors LLP a Registered Valuer entity – Securities and Financial assets having corproate office at 1081 & 1082, Solitaire Corp. Park, Chakala, Andheri Kurla Road, Andheri (East), Mumbai – 400 093 an Independent Registered Valuer ("**the Valuer**"), in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The valuation report shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.kuberudyog.com.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottee within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.kuberudyog.com.

The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

5. Particulars of Subscriber to Warrants

The Company proposes to issue Warrants by way of preferential issue to the Non-Promoter – Public category for cash as per the details given herein below:

Name of the Proposed subscriber	**Pre-Preferential Issue**		**Post Preferential Issue (*)**		
Category - Non-Promoter	**No. of Shares held**	**% of Holding**	**New Allotment No. of Warrants issued**	**No of shares held**	**% of Holding**
Manav Bahri	0	0.00	4,50,000	3,85,92,500	31.38
Dinesh Popli	0	0.00	2,25,000	1,92,96,250	15.69
Ajay Dutta	0	0.00	2,25,000	1,92,96,250	15.69
Trimudra Trade & Holdings Private Limited	0	0.00	3,00,000	3,00,000	0.24
Total	**0**	**0.00**	**12,00,000**	**7,74,85,000**	**63.00**

(*) Assuming full conversion of warrants into Equity shares issued through this Notice.

Please refer note given hereinabove in the explanatory statement (item no. 5 –point no. B – 5) forming part of the said AGM notice.

6. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Name of Proposed Allottee	Category	Identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees
1	Trimudra Trade & Holdings Private Limited	Non-Promoter	Shraddha C Gohil

7. **Shareholding Pattern of the Company before and after the issue**

Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as **Annexure I** to the Notice

8. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

9. **Proposed time within which the preferential issue shall be completed:**

The warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10. **Principal terms of assets charged as securities:** Not Applicable.

11. **Terms of Issue of Warrants to Proposed Allottee who is a non-promoter:**

a) The Board is authorized to issue and allot upto 12,00,000 (Twelve Lakhs) warrants at a price of Rs. 23.10/- per warrant aggregating upto Rs. 2,77,20,000/- (Rupees Two Crores Seventy-Seven Lakhs Twenty Thousand only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 12,00,000 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a security premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per Equity share of the Company against each warrant.

b) Each Warrant held by the Proposed Allottee shall entitle her to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs 10/- (Rs. Ten only) at a security premium of Rs. 13.10/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

c) The proposed Warrant allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their bank accounts;

e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

h) Upon receipt of the consideration against warrant the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 13.10/- towards Securities Premium.

i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holder thereof any rights including voting rights similar to the shareholders of the company.

j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission

k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

12. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

13. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be change in the management or control of the Company pursuant to the issue of the Warrants. The Proposed allottee i.e. Mr. Manav Bahri, Mr. Dinesh Popli, Mr. Ajay Dutta along with M/S Trimudra Trade and Holdings Private Limited have already triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process they will become the Promoters/ Persons acting in concert of the company. Thus, there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change.

Until Mr. Manav Bahri, Mr. Dinesh Popli, Mr. Ajay Dutta along with M/S Trimudra Trade and Holdings Private Limited acquire control over the Company, the current promoter of the Company prior to the proposed preferential allotment will be identified as 'promoter' of the Company. Upon the Proposed Allottees acquiring control over the Company, all or any members of the current 'promoter and promoter group' of the Company may be reclassified as "public shareholders" in accordance with the provisions of Applicable Law.

The above stated acquirers shall, upon the successful completion of the Open offer process under SEBI SAST Regulation, 2011, be classified as promoters in accordance with the provisions of Applicable Law.

14. Recommendations and Voting Pattern of the committee of independent directors of the Company

The committee of Independent Directors comprising of Mr. Akshay Girish Poriya and Ms. Purvi Sameer Patel in their meeting held on Friday, the 7th August, 2026 have considered the proposal to make the preferential allotment of 12,00,000 Warrants to Mr. Manav Bahri, Mr. Dinesh Popli, Mr. Ajay Dutta and M/s Trimudra Trade and Holdings Private Limited to the proposed allottees. The committee has considered that the Issue price of Rs. 23.10/- has been determined taking in consideration the Valuation report provided by CA Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728 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. 2.10/- (10%) per share as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Directors	Assent	Dissent
1	Mr. Akshay Girish Poriya	✓	-
2	Ms. Purvi Sameer Patel	✓	-

15. 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:

The Company has not made any preferential allotment during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder.

16. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

17. Listing:

The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend.

18. Certificate of Practicing Company Secretary:

The Certificate from MS. Janki Brahmbhatt, Janki & Associates, Practicing Company Secretaries, (M.No.-49,469, CP No. 17,960), Tel: 9408252186, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: https:// www.kuberudyog.com under the tab "Preferential Issue".

19. Other Disclosures:

A. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.

B. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company.

C. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations

20. The percentage (%) of Post Preferential Issue Capital that may be held by the allottee and change in control, if any, consequent to the Preferential Issue:

The Investors shall hold approx. 63% of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will be a change in control of the Issuer consequent to the preferential issue. Pl. refer para 13 hereinabove.

21. Current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment and post completion of Open Offer Process under SEBI (SAST) Regulations, 2011 and the status will change to promoters of the Company. Pl. refer para 13 hereinabove.

22. Lock-in:

a. The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the non-promoter on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

b. The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

23. The Company undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Warrants issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the warrants on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. 5th September, 2026. Members seeking to inspect such documents can send an email to kuberudyoglimited@gmail.com.

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at item no. 10 as set out in the accompanying Notice for approval by the Members of the Company.

ITEM NO. 11

The Board of Directors had, at its meeting held on Friday the 7th August, 2026, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of up to 3,95,50,000 Equity Shares to the Proposed Allottees / Investors, on a preferential basis, at a price as may be determined as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The preferential allotment of Securities to Proposed allottees / investors who are non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2018.

The Equity Shares to be allotted pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The disclosures as required in accordance with the provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable Regulations/ laws in relation thereto are as under:

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

The Company intends to utilize the proceeds raised through the Preferential issue (Issue Proceeds after adjustment of expenses related to the Preferential issue if any) towards the following objects.

Sr. No.	Particulars	Total estimated amount to be funded from proceeds (Rs. in Crores)	Tentative timeline for utilization of the issue proceeds from the date of receipt of funds
1	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or intercompany loan into subsidiaries – (capital in Nature – purchase of 300 cars in Golden Ikon Fleet Management Private Limited	65.00	Within 24 months from the date of the issue proceeds
2	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or intercompany loan into subsidiaries – (Operational in Nature including working capital and head office construction with interior at Golden Ikon Fleet Management Private Limited	13.00	Within 24 months from the date of the issue proceeds
3	General Corporate purposes - Utilization towards administrative expenses, business development, strategic initiatives, contingency and other corporate requirements.	13.3605	Within 24 months from the date of the issue proceeds

- The issue and allotment of Equity Shares by way of preferential allotment to the non-Promoters is by way of cash contribution.
- Issue Proceeds shall be received by the company in 15 days from the date of allotment of Equity shares in terms of Chapter V of the SEBI ICDR Regulations and as estimated by the management, the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. If the proceeds are not utilized (in full or in part) for the objects stated above during the period, the remaining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board in accordance with applicable laws without further approval of the members of the Company.

Interim use of proceeds: - The company will have the flexibility to deploy the net proceeds of the issue as decided by the Board from time to time. Given the pending complete utilization for the objects described above, the Company intends to inter alia, invest the net proceeds in money market instruments including money market mutual funds, debt market instruments (including liquid funds and mutual funds) deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2. **Number of shares and Pricing of Preferential Issue:**
   The Company proposes to issue up to 3,95,50,000 (Three Crores Ninety-Five Lakhs Fifty Thousand) equity shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up of the Company at Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) each including a premium of Rs. 13.10/ (Rupees Thirteen and Paise Ten only) per share aggregating upto Rs. 91,36,05,000/- (Rupees Ninety-One Crores Thirty-Six Lakhs Five Thousand only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottees / Investors, subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. **Relevant Date:**
   The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Thursday, the 6th August, 2026, which is 30 (Thirty) days prior to the date of this Annual General Meeting.

4. **Basis on which the price has been arrived at:**
   The equity shares of the Company are listed on the BSE Limited ("**BSE**").

   The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

   As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

   As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is more than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are frequently traded.

   The provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made.

   In terms of the SEBI (ICDR) Regulations, the floor price at which the Equity Shares can be issued is Rs. 23.08 per Share, as per the pricing formula prescribed under the SEBI (ICDR) Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 20.62 per equity share;

b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 23.08 per equity share.

c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The issue price has been determined based on a consideration of **(i)** Pricing Certificate dated 7th August, 2026,issued by Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728, certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations; and **(ii)** fair value per equity share of the Company as on the Relevant Date, determined basedon the aforementioned Valuation Report.

Considering that the Preferential issue shall result in allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 23.10/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 7th August, 2026 issued by RBSA Valuation Advisors LLP a Registered Valuer entity – Securities and Financial assets having corproate office at 1081 & 1082, Solitaire Corp. Park, Chakala, Andheri Kurla Road, Andheri (East), Mumbai – 400 093 an Independent Registered Valuer ("**the Valuer**"), in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The valuation report shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.kuberudyog.com

The Board of Directors have decided the issue price at Rs. 23.10/- per Equity Share and accordingly the price at which the Preferential Issue is being made is Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) per Equity share which has been higher than the minimum specified price per Equity share computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations.
The Company has obtained a valuation report from an independent registered valuer and consider the same for determining the price under Regulation 166 A of SEBI(ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottee within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.kuberudyog.com.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5. **The Company proposes to issue Equity Shares by way of preferential issue to the Proposed Allottees / Investors who are non-Promoters for cash as per the details given herein below:**

Name of the Proposed subscriber	**Pre-Preferential Issue**		**New Allotment**	**Post Preferential Issue (*)**	
Category – Non-Promoters	**No. of Shares held**	**% of Holding**	**No. of Shares**	**No of shares held and shares issued through this notice**	**% of Holding**
Green Horizon Fund PCC - Cell 1	2,18,636	6.37	74,02,620	76,21,256	6.20
Altitude Investment Fund PCC - Cell 1	2,77,085	8.07	73,59,300	86,36,385	7.02
Minerva Ventures Fund	0	0	38,44,150	38,44,150	3.13
Al Maha Investment Fund PCC – Onyx Strategy	0	0	38,44,150	38,44,150	3.13
Tradewin Global Fund PCC - Cell 1	0	0	34,63,200	34,63,200	2.82
Prudent Equity ACE Fund	0	0	34,63,200	34,63,200	2.82
Norocos Opportunities Fund PCC – Cell A	0	0	33,53,250	41,03,250	3.34
Nimesh S Joshi	0	0	33,53,250	33,53,250	2.73
Prudent Equity Private Limited	0	0	30,30,300	30,30,300	2.46
Dhruvil Nimesh Joshi	0	0	1,40,000	8,90,000	0.72
Sushma Hiten Shah	0	0	60,000	60,000	0.05
Aayushi Rajendra Vora	0	0	55,000	55,000	0.04
Neha Rajen Gada	0	0	50,000	50,000	0.04
Bhatt Ashish Chandrahas	0	0	45,000	45,000	0.04
Poonam Dubey	0	0	43,290	43,290	0.04
Neeraj Dubey	0	0	43,290	43,290	0.04
TOTAL	**4,95,721**	**14.44**	**3,95,50,000**	**4,25,45,721**	**34.60**

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

6. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Name of Proposed Allottee	Category	Identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimatelycontrol the proposed allottees
1	Green Horizon Fund PCC - Cell 1	Non- Promoter	Etienne Marie Raymond De Lassus Saint Genies
2	Altitude Investment Fund PCC - Cell 1	Non- Promoter	Seepersand Lutchmeeprakash
3	Minerva Ventures Fund	Non- Promoter	Ghanshyam Hurry
4	Al Maha Investment Fund PCC – Onyx Strategy	Non- Promoter	Karuna Ramchurn
5	Tradewin Global Fund PCC - Cell 1	Non- Promoter	Vinayak Mahanlal Jain
6	Prudent Equity ACE Fund	Non- Promoter	The Fund is structured as Trust with no single ultimate Beneficial owner (UBO). There are multiple investors.
7	Norocos Opportunities Fund PCC – Cell A	Non- Promoter	Catalin Mastan
8	Prudent Equity Private Limited	Non- Promoter	Siddharth Oberoi and Shilpi Oberoi

7. **Shareholding Pattern of the Company before and after the issue**
Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as Annexure I to the Notice

8. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer***:*
None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

9. **Proposed time within which the preferential issue shall be completed:**
The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of such last approval(s) or permission(s);

10. **Principal terms of assets charged as securities: Not Applicable**

11. **Undertaking:**
None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

13. **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:**

The Company has not made any preferential allotment during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder.

14. **Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Not Applicable as the proposed issue is not for consideration other than cash.

15. **Listing:**

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

16. **Certificate of Practicing Company Secretary:**

The Certificate from MS. Janki Brahmbhatt, Janki & Associates, Practicing Company Secretaries, (M. no.-49469, CP No. 17960), Tel: 9408252186, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: https:// www.kuberudyog.com under the tab "Preferential Issue".

17. **Other Disclosures:**

-The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.

-The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorized share capital of the Company

-The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

18. **The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The Investors shall hold approx. 34.60% of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue.

19. **The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**
The current status of the Proposed allottees is non-Promoter and after the proposed allotment also the status will remain non – promoter only and there will be no change in the Status of the Allottees.

20. **Lock-in:**
 a) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

 b) The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

21. **The Company undertakes that:**
 a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

 b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. 5th September, 2026. Members seeking to inspect such documents can send an email to kuberudyoglimited@gmail.com .

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at item No. 11 as set outin the accompanying Notice for approval by the Members of the Company.

ITEM NO. 12

The Board of Directors in its meeting held on Friday, the 7th August, 2026 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot upto 25,00,000 Warrants convertible into upto 25,00,000 Equity Shares for cash on preferential basis to the non-promoters / investors (Public Category).

The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investors who are non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 25,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investor who are non - promoters / investors – Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

1. The Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential issue (Issue Proceeds after adjustment of expenses related to the Preferential issue if any) towards the following objects.

Sr. No.	Particulars	Total estimated amount to be funded from proceeds (Rs. in Crores)	Tentative timeline for utilization of the issue proceeds from the date of receipt of funds
1	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or inter company loan into subsidiaries – (Operational in Nature including working capital -Software development and marketing	4.525	Within 24 months from the date of the issue proceeds
2	General Corporate purposes - Utilization towards administrative expenses, business development, strategic initiatives, contingency and other corporate requirements.	1.25	Within 24 months from the date of the issue proceeds

- The issue and allotment of Warrants by way of preferential allotment to the non-Promoters is by way of cash contribution.
- considering 100% conversion of warrants into Equity shares within the stipulated time.
- Issue Proceeds shall be received by the company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by the management, the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. If the proceeds are not utilized (in full or in part) for the objects stated above during the period, the remining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board in accordance with applicable laws without further approval of the members of the Company.

Interim use of proceeds: - The company will have the flexibility to deploy the net proceeds of the issue as decided by the Board from time to time. Given the pending complete utilization for the objects described above, the Company intends to inter alia, invest the net proceeds in money market instruments including money market mutual funds, debt market instruments (including liquid funds and mutual funds) deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2. **Number of securities to be issued and Pricing**
The Company proposes to issue up to 25,00,000 (Twenty-Five Lakhs) Warrants of the issue price of Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) per warrant aggregating upto Rs. 5,77,50,000/- (Rupees Five Crores Seventy-Seven Lakhs Fifty Thousand only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottees / Investors, which will entitle the holder to exercise and apply for upto 25,00,000 Equity Shares at a conversion price of Rs. 23.10/- having the face value of Rs. 10/- (Rupees Ten only) each and at a premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per Equity Share of the Company against each warrant subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. **Relevant Date:**
The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Thursday, the 6th August, 2026, which is 30 (Thirty) days prior to the date of this Annual General Meeting.

4. **Basis on which the price has been arrived at:**
The equity shares of the Company are listed on the BSE Limited ("**BSE**").

The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is more than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are frequently traded.

The provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made.

In terms of the SEBI (ICDR) Regulations, the floor price at which the Equity Shares can be issued is Rs. 23.08 per Share, as per the pricing formula prescribed under the SEBI (ICDR) Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 20.62 per equity share;

b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 23.10 per equity share.

c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The issue price has been determined based on a consideration of **(i)** Pricing Certificate dated –7th August, 2026,issued by Ravishu Vinod Shah partner M/s RBSA Valuation Advisors LLP an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/-E/06/2020/12728, certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations; and **(ii)** fair value per equity share of the Company as on the Relevant Date, determined basedon the aforementioned Valuation Report.

Considering that the Preferential issue shall result in allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 23.10/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 7th August, 2026 issued by RBSA Valuation Advisors LLP a Registered Valuer entity – Securities and Financial assets having corproate office at 1081 & 1082, Solitaire Corp. Park, Chakala, Andheri Kurla Road, Andheri (East), Mumbai – 400 093 an Independent Registered Valuer ("**the Valuer**"), in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The valuation report shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.kuberudyog.com

The Board of Directors have decided the issue price at Rs. 23.10/- per warrant and accordingly the price at which the Preferential Issue is being made is Rs. 23.10/- (Rupees Twenty-Three and Paise Ten only) per warrant which has been higher than the minimum specified price per Equity share computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations.
The Company has obtained a valuation report from an independent registered valuer and consider the same for determining the price under Regulation 166 A of SEBI(ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottee within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.kuberudyog.com.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5. **Particulars of Subscriber to Warrants**

The Company proposes to issue Warrants by way of preferential issue to the Non-Promoter – Public category for cash as per the details given herein below:

Name of the Proposed subscribers	**Pre-Preferential Issue**		**Post Preferential Issue (*)**		
Category - Non-Promoter	**No. of Shares held**	**% of Holding**	**New Allotment No. of Warrants issued**	**No of shares held**	**% of Holding**
Altitude Investment Fund PCC - Cell 1	2,77,085	8.07	10,00,000	86,36,385	7.02
Norocos Opportunities Fund PCC - Cell A	0	0	7,50,000	41,03,250	3.34
Dhruvil Nimesh Joshi	0	0	7,50,000	*8,90,000*	0.72
Total	2,77,085	***8.07***	***25,00,000***	**1,36,29,635**	**11.08**

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

6. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:**

Sr. No.	**Name of Proposed Allottee**	**Category**	**Identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees**
1	Altitude Investment Fund PCC - Cell 1	Non- Promoter	Seepersand Lutchmeeprakash
2	Norocos Opportunities Fund PCC – Cell A	Non- Promoter	Catalin Mastan

7. **Shareholding Pattern of the Company before and after the issue**
Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as **Annexure I** to the Notice

8. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**
None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

9. **Proposed time within which the preferential issue shall be completed:**
The warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10. Principal terms of assets charged as securities: Not Applicable

11. Terms of Issue of Warrants to Proposed Allottees who are non-promoters:

a) The Board is authorized to issue and allot upto 25,00,000 (Twenty-Five Lakhs) warrants at a price of Rs. 23.10/- per warrant aggregating upto Rs. 5,77,50,000/- (Rupees Five Crores Seventy-Seven Lakhs Fifty Thousand only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 25,00,000 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a security premium of Rs. 13.10/- (Rupees Thirteen and Paise Ten only) per Equity share of the Company against each warrant.

b) Each Warrant held by the Proposed Allottee shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of 10/- (Rs. Ten only) at a security premium of Rs. 13.10/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

c) The proposed Warrant allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from his bank accounts;

e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

h) Upon receipt of the consideration against warrant the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 13.10/- towards Securities Premium.

i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holder thereof any rights including voting rights similar to the shareholders of the company.

j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission

k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

12. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

13. Change in control, if any, in the Company that would occur consequent to the preferential offer:
There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants

14. **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:**
The Company has not made any preferential allotment during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder.

15. **Valuation and justification for the allotment proposed to be made for consideration other than cash:**
Not Applicable as the proposed issue is not for consideration other than cash.

16. Listing:
The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend.

17. Certificate of Practicing Company Secretary:
The Certificate from MS. Janki Brahmbhatt, Janki & Associates, Practicing Company Secretaries, (M. no.-49,469, CP No. 17,960), Tel: 9408252186, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: https:// www.kuberudyog.com under the tab "Preferential Issue".

18. Other Disclosures:

A. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.

B. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company.

C. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations

19. The percentage (%) of Post Preferential Issue Capital that may be held by the allottee and change in control, if any, consequent to the Preferential Issue:

The Investors shall hold approx. 11.08% of the post preferential issue share capital i.e. the total issued share capital of the Company (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue

20. Current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment also the status will remain non – promoter only and there will be no change in the Status of the Allottee.

21. Lock-in:

a) The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the non-promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

b) The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

22. The Company undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Warrants issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. 5th September, 2026. Members seeking to inspect such documents can send an email to kuberudyoglimited@gmail.com .

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at item no. 12 as set outin the accompanying Notice for approval by the Members of the Company.

ITEM NO. 13

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

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

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 400 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 13 for approval by the members of the Company as Special Resolution.

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

ITEM NO. 14

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

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 9 of the notice.
The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of fresh issue of shares, internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 14 of the notice for your approval as a Special Resolution.

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

ITEM NO. 15

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 7th August, 2026 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are as under:

Sr. No.	Name of Related Party	Nature of relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract/ arrangement (during the financial year 2026-27) Rs. in Crores	Nature and material terms of contract / arrangement / transaction
1	Golden Ikon Fleet Management Private Limited	Entity will form part of the same group and will have common control	200.00	Providing and/or receiving of loans or guarantees or securities or making investments

The proposed contracts/arrangements/transactions relate to loan or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of fresh issue of shares, internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities including subsidiaries.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 10 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

The Board of Directors recommend the resolution set forth in Item no. 15 of the notice for your approval as an Ordinary Resolution.

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

ITEM NOS. 16 & 17: -

The Company was incorporated in the year 1982 under the provisions of the Companies Act, 1956 and was registered as a non-deposit taking Non-Banking Financial Company (NBFC) with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934 and was authorized to carry on the business of a non-banking financial institution.

Subsequently, the Company identified better business opportunities in trading and allied activities and decided to discontinue its NBFC operations. Accordingly, the Company applied to the Reserve Bank of India for voluntary surrender of its Certificate of Registration (COR) as an NBFC. The Application for surrender of NBFC license is currently under consideration of Reserve Bank of India, Ahmedabad. The Company ceased to undertake NBFC activities and no longer operates as an NBFC. The company is primarily engaged in advisory and consultancy in IT and banking regulatory services and trading in metal and gold jewellery in India.

Your Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The Board of directors of the company at their meeting held on Friday the 7th August, 2026 has entered the Share Sale and Subscription Agreement (SSSA) and proposes to acquire the entire shareholding from the existing shareholders of Golden Ikon Fleet Management Private Limited.

In view of Share Sale and Subscription Agreement entered by the company, the main object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to insert a new object clause relating to fleet management and integrated facility management solutions to multinational corporations, luxury hotels, tour operators and special events and Artificial Intelligence in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

Further in view of the Share Sale and Subscription Agreement and change in object clause of the company, the Board of Directors of the company decided to change the name of the company as the old name is not in line with the revised objectives of the company. Hence in order to ensure that the name of the company adequately reflects the business being carried on by the Company, it is proposed to appropriately change the name of the company from Kuber Udyog Limited to Golden Ikon Mobility Limited or such other name as may be made available for adoption by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre.

The proposed change of name requires the approval of shareholders through special resolution pursuant to the provisions of section 13, 14 and 15 of the Companies Act, 2013 and the stock exchange where the shares of the Company are listed.

The requisite certificate in accordance with Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be submitted in due course of time.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of AGM i.e. Saturday, the 5th September, 2026.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Maharashtra, Mumbai.

The proposed amendment to the Name Clause will reflect the activities to be carried on by the company.

Pursuant to Section 13 / 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

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

Your directors recommend the resolution nos. 16 and 17 for your approval as a Special Resolution.

ITEM NOS. 18 & 19

Keeping in view the Company's existing and future financial requirements to support its business operations and for effective implementation of the business process, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 200 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, the said borrowing/issue of securities may be required to be secured by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the companies Act, 2013, creation of mortgage or charge on all or any part of the moveable and/or immovable properties of the company, covered under the provisions of the said Section and hence requires the approval from the shareholders of the Company by way of Special Resolution.

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

Accordingly, Board recommends the respective special resolutions under section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 as mentioned in Item No. 18 & 19 of the for your approval as a Special Resolution.

By Order of the Board of Directors
For Kuber Udyog Limited,

Chetan Shinde
Managing Director
DIN:- 06996605
Place: Mumbai
Dated: 7th August, 2026

Registered Office:
Office Number 156 1st Floor Raghuleela Mega Mall
Kandivali West, Mumbai, Maharashtra, India, 400067
Website: www.kuberudyog.com
CIN: L51909MH1982PLC371203

Annexure I
Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
Category of Shareholders	**Pre- issue % of Holding**		**Post issue % of Holding (*)**	
	Total No. of Shares	**% of Total Voting Rights**	**Total No. of shares (**)**	**% of Total Voting Rights**
Promoters/Promoters' Group	0	0	0	0
Sub- Total (A)	**0**	**0**	**0**	**0**
Non promoters				
Mutual Funds	0	0.00	0	0.00
Foreign Portfolio Investors	4,95,721	14.44	4,95,721	0.40
Financial Institutions / Bank / Insurance Companies	9,999	0.29	9,999	0.01
Bodies Corporate	8,830	0.26	8,830	0.01
Non-Resident Indians / Overseas Corporate bodies	3201	0.09	3201	0
Individual – Public	27,73,006	80.78	27,73,006	2.26
Directors and their Relatives	-	-	-	-
Hindu Undivided Family (HUF)	1,16,149	3.38	1,16,149	0.09
Investors Education and Protection Fund (IEPF)	-	-	-	-
LLP	12,129	0.35	12,129	0.01
Others – Clearing Members	13,965	0.41	13,965	0.01
New Allottee – Manav Bahri, Dinesh Popli, Ajay Dutta and Trimudra Trade & Holdings Private Limited (**)	-	-	7,74,85,000	63.00
Proposed Allottee (Equity Shares) (Public Category)	-	-	3,95,50,000	32.18
Proposed Allottee (Warrants) (Public category) `	-	-	25,00,000	2.04
Sub-total (B)	**34,33,000**	**100.00**	**12,29,68,000**	**100**
Total (A+B)	**34,33,000**	**100.00**	**12,29,68,000**	**100**

Note- Above pre- issue shareholding pattern is as on 30th June, 2026

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

(**) The Existing Promoters of the Company i.e. Maanzhi Investment and Trading Company Private Limited is holing NIL shares in the Company.

Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta the shareholders of Golden Ikon Fleet Management Private Limited has entered into Share Sale and Subscription Agreement with the company for acquisition of 100% of Golden Ikon Fleet Management Private Limited and in lieu of that the company will issue its shares to Mr. Manav Bahri, Mr. Dinesh Popli and Mr. Ajay Dutta.

KUBER UDYOG LIMITED

CIN: L51909MH1982PLC371203
Registered Address: Office Number 156, 1st Floor, Raghuleela Mega Mall, Kandivali West, Mumbai, Maharashtra, 400067
Tel: +9175063 24443
Website: www.kuberudyog.com **Email**: kuberudyoglimited@gmail.com

ATTENDANCE SLIP

TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE MEETING

Name and Address of Shareholder	**Folio No.**
No. of Shares	**Client ID**

I hereby record my presence at the 44th Annual General Meeting of the Company held on Saturday, September 05, 2026 at 10:00 A.M. at The Victoria Memorial School for the Blind, Opposite Film Center Building, Near A.C. Market 73, Tardeo, Mumbai- 400034.

____
Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	**User ID**	**Password**

KUBER UDYOG LIMITED

CIN: L51909MH1982PLC371203
Registered Address: Office Number 156, 1st Floor, Raghuleela Mega Mall, Kandivali West, Mumbai, Maharashtra, 400067
Tel: +9175063 24443
Website: www.kuberudyog.com **Email**: kuberudyoglimited@gmail.com

PROXY FORM

Name of the Member(s):			
Registered Address:			
Email ID:			
Folio No. Client ID:		**DP ID:**	

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

Name: ______________________________
Address: ______________________________
Email-id: ______________________________
Signature: ______________________________ or failing him

Name: ______________________________
Address: ______________________________
Email-id: ______________________________
Signature: ______________________________ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company to be held on Saturday September 05, 2026 at 10:00 A.M. at The Victoria Memorial School for the Blind, Opposite Film Center Building, Near A.C. Market 73, Tardeo, Mumbai- 400034 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	RESOLUTIONS	OPTIONAL	
	ORDINARY BUSINESS	**For**	**Against**
1.	Adoption of Financial Statements.		
2	Re-Appointment of Mr. Chetan Shinde (DIN: 06996605) as a Director liable to retire by rotation.		
	SPEICIAL BUSINESS		
3.	Regularization of Mrs. Purvi Samir Patel (DIN: 03292142) as an Independent Director of the Company.		
4.	Adoption of new set of Memorandum of Association (MOA) of Company in accordance with Companies Act, 2013.		
5.	Adoption of new set of Article of Association (AOA) of Company in accordance with Companies Act, 2013.		
6.	Increase in Authorised Share Capital of the company and Consequent Alteration of Memorandum of Association.		
7.	Alteration of Articles of Association of the Company.		

8.	Increase in The Limit of Investment by Foreign Institutional Investors (FIIS), Foreign Portfolio Investors (FPIS) And Non-Resident Indians (NRIS) In The Company's Equity Share Capital.		
9.	Offer, Issue and Allot Equity Shares on Preferential Basis for Consideration Other Than Cash.		
10.	Raising of Funds Through Issue of Warrants Convertible into Equity Shares on Preferential Allotment Basis to the Individual Investors - Non-Promoters – Public Category for Cash.		
11.	Raising of Funds Through Issue of Equity Shares on Preferential Allotment Basis to the Investors - Non-Promoter – Public Category for Cash.		
12.	Raising of Funds Through Issue of Warrants Convertible into Equity Shares on Preferential Allotment Basis to the Investors - Non-Promoter – Public Category for Cash.		
13.	To Increase in Threshold of Loans/ Guarantees, Providing of Securities and Making of Investments in Securities under section 186 of The Companies Act, 2013.		
14.	Approval to Advance any Loan/Give Guarantee/Provide Security u/s 185 of The Companies Act, 2013.		
15.	Approval of Related Party Transactions under section 188 of the Companies Act, 2013.		
16.	Change of Object Clause of the Memorandum of Association.		
17.	Change in Company's Name.		
18.	Authorization for Borrowing Money in Excess of Limit.		
19.	Creation of Charges, Mortgages, Hypothecation on the Immovable and Movable Properties of the Company.		

Signed on this .... day of 2026
Signature of Shareholder..
Signature of Proxy holder(s)..

Affix
Revenue
Stamp

KUBER UDYOG LIMITED

CIN: L51909MH1982PLC371203
Registered Address: Office Number 156, 1st Floor, Raghuleela Mega Mall, Kandivali West, Mumbai, Maharashtra, 400067
Tel: +9175063 24443
Website: www.kuberudyog.com **Email**: kuberudyoglimited@gmail.com

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1.Name(s)& Registered Address of the sole / first named member	
2.Name(s) of the Joint-Holder(s) (if any)	
3. i)Registered Folio No: ii)DPID No & Client ID No. (Applicable to members holding shares dematerialized form)	
4. Number of Shares(s) held	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 44th Annual General Meeting of the Company held on Saturday September 05, 2026, by conveying my/ our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

Item No.	RESOLUTIONS	OPTIONAL	
	ORDINARY BUSINESS	**For**	**Against**
1.	Adoption of Financial Statements.		
2	Re-Appointment of Mr. Chetan Shinde (DIN: 06996605) as a Director liable to retire by rotation.		
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7.	Alteration of Articles of Association of the Company.		
8.	Increase in The Limit of Investment by Foreign Institutional Investors (FIIS), Foreign Portfolio Investors (FPIS) And Non-Resident Indians (NRIS) In The Company's Equity Share Capital.		
9.	Offer, Issue and Allot Equity Shares on Preferential Basis for Consideration Other Than Cash.		
10.	Raising of Funds Through Issue of Warrants Convertible into Equity Shares on Preferential Allotment Basis to the Individual Investors - Non-Promoters – Public Category for Cash.		

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18.	Authorization for Borrowing Money in Excess of Limit.		
19.	Creation of Charges, Mortgages, Hypothecation on the Immovable and Movable Properties of the Company.		

Place

Date Signature of the Shareholder Authorized Representative

Notes:

i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

ii) Last date for receipt of Assent/ Dissent Form is 5 PM on September 03, 2026.

iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions: -

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent / dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting advice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting then vote cast through e-voting shall be considered as invalid.

2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on Friday, August 07, 2026 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on Saturday, September 29, 2026.

3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization as stated below.

Instructions for voting physically on Assent / Dissent Form:

1. A member desiring to exercise vote by Assent/Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 05.00 PM on September 03, 2026. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.

2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding this Form should be completed and signed by the first named Shareholder and in his absence by the next named Shareholder.

3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization with the specimen signature(s) of the authorized signatory (ies) duly attested.

4. The consent must be accorded by recording the assent in the column “FOR” or dissent in the column “AGAINST” by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.

5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.

7. A member may request for a duplicate Assent/ Dissent Form if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.

8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.

9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding. Incomplete unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

ROUTE MAP OF THE AGM VENUE