

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of Kore Digital Limited ("the Company") will be held on Thursday, February 22, 2024 at 03:00 P.M. at the registered office of the company at the B 1107-1108, Shelton Sapphire Sector 15, CBD Belapur, Thane, Navi Mumbai, Maharashtra, India, 400614, to transact the following special businesses:

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### **SPECIAL BUSINESS:**

#### **1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of section 61,13 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of shareholders in General Meeting of the Company, consent of the Board be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into 40,00,000 (Forty Lakhs) Equity Shares having face value of Rs. 10/- each to Rs. 4,50,00,000/- (Rupees Four Core Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares having face value of Rs. 10/- each.

**"RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the Board be and is hereby further accorded for alteration of Clause V(A) of the Memorandum of Association of the Company by substituting the following new Clause V(A) as under:

" V (A). The Authorized Share Capital of the Company is Rs. 4,50,00,000/- (Rupees Four Core Fifty Lakhs Only) divided into 45,00,000 (Forty-Five Lakhs) Equity Shares of Rs. 10/ (Rupees Ten only) each."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

#### **2. TO ISSUE EQUITY SHARES ON PREFERENTIAL ISSUE BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), 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) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with NSE Limited ('Stock Exchange') Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), the Reserve Bank of India ("RBI"), on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and

clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory 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, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which 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), is hereby authorized to accept, the consent of the Board, be and is hereby accorded, subject to the consent and approval of the members of the Company ('Members') create, issue, offer and allot upto 5,31,800 (Five Lakh Thirty-One Thousand Eight Hundred only) Equity Shares of face value of Rs.10/- ( Rupees Ten only) each at a price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) per Equity Share including premium of Rs. 785/- (Rupees Seven Hundred Eighty-Five only) each , on a preferential basis ('Preferential Issue' for cash The list of the proposed allottees along with their category and number of shares proposed to be allotted are given below:

| <b>Sr. No.</b> | <b>Name of the Proposed Allottee</b> | <b>Category (Promoter/ Public)</b> | <b>No. of Securities applied</b> |
|----------------|--------------------------------------|------------------------------------|----------------------------------|
| 1              | RUPA DAS                             | Public                             | 2400                             |
| 2              | PAWAN RADHESHYAM KEJRIWAL            | Public                             | 2800                             |
| 3              | SANDEEP SINGH                        | Public                             | 19200                            |
| 4              | SWATI SAXENA                         | Public                             | 3200                             |
| 5              | VIBHOR JAIN                          | Public                             | 3200                             |
| 6              | ABHISHEK ANAND                       | Public                             | 3200                             |
| 7              | VINEET GUPTA                         | Public                             | 3200                             |
| 8              | JASMEET SINGH BUDHIRAJA              | Public                             | 3200                             |
| 9              | VINTII VASUNDHARA AGGARWAL           | Public                             | 3200                             |
| 10             | KIRTI DEEP                           | Public                             | 3200                             |
| 11             | KULDEEP SINGH                        | Public                             | 3200                             |
| 12             | YASHIKA GAINCHANDANI                 | Public                             | 3200                             |
| 13             | SANJEEV GAJANAN PENDHARKAR           | Public                             | 3200                             |
| 14             | AJAY YESHWANT PENDHARKAR             | Public                             | 3200                             |
| 15             | DEEP YESHWANT PENDHARKAR             | Public                             | 3200                             |
| 16             | DEVESH SUMANT PENDHARKAR             | Public                             | 3200                             |
| 17             | AMIT ASHOK PENDHARKAR                | Public                             | 3200                             |
| 18             | VICCO PRODUCTS (BOMBAY) PVT. LTD     | Public                             | 12800                            |
| 19             | TRADE LINK EXIM INDIA PVT LTD        | Public                             | 14400                            |
| 20             | AMIT AGARWAL                         | Public                             | 21600                            |
| 21             | SHRUTI AGRAWAL                       | Public                             | 21600                            |
| 22             | SARLA AJIT GOLECHHA                  | Public                             | 3600                             |
| 23             | RAKESH LORIA                         | Public                             | 25200                            |
| 24             | WOW INVESTMENTS                      | Public                             | 27000                            |
| 25             | HYPOTENUSE INVESTMENT                | Public                             | 9000                             |
| 26             | AARSON INVESTMENTS                   | Public                             | 18000                            |
| 27             | VIKAS KUMAR AGRAWAL HUF              | Public                             | 9000                             |

|    |                                |        |       |
|----|--------------------------------|--------|-------|
| 28 | TEN EIGHTY INVESTMENTS         | Public | 9000  |
| 29 | VIVEK KUMAR SINGHAL            | Public | 16000 |
| 30 | VINAY JAJODIA                  | Public | 12800 |
| 31 | CHETAN KUMAR                   | Public | 3600  |
| 32 | RAJESH SINGLA                  | Public | 3200  |
| 33 | MAYANK MOHIT                   | Public | 3200  |
| 34 | RACHIT PANDEY                  | Public | 3200  |
| 35 | NABA KRUSHNA DASH              | Public | 3200  |
| 36 | MALAY GOLECHA                  | Public | 3200  |
| 37 | ASHA SINGHANIY                 | Public | 3200  |
| 38 | RAMESH KOTAGIRI                | Public | 3200  |
| 39 | SUSHANT SACHDEVA               | Public | 3200  |
| 40 | MANISHA VERMA                  | Public | 3200  |
| 41 | KRISHAN SETHI                  | Public | 3200  |
| 42 | RAKESH GHEVERCHAND SURANA      | Public | 3200  |
| 43 | HAUSHILA PRASAD GUPTA          | Public | 3200  |
| 44 | SUDHIR KUMAR                   | Public | 3200  |
| 45 | VIJAYA SHARMA                  | Public | 3200  |
| 46 | MITHUN PRAKASH NIMJE           | Public | 3200  |
| 47 | UPMA SINGH                     | Public | 3200  |
| 48 | NALINI KANT                    | Public | 3200  |
| 49 | RAJESH THANMAL SANGHVI         | Public | 3200  |
| 50 | RAJESH TRIPATHI                | Public | 3200  |
| 51 | CAPASIOUS WEALTH MANEGMENT LLP | Public | 24600 |
| 52 | DEEPAK JUGALKISHORE CHOKHANI   | Public | 6400  |
| 53 | KEN VETTICAD JOB               | Public | 3200  |
| 54 | SHREE BHAGWAN MISRA            | Public | 6400  |
| 55 | MIR IFTIKHAR ALAM              | Public | 3200  |
| 56 | MANICKAM RAVICHANDRAN          | Public | 62000 |
| 57 | KHUSHIE KULCHANDANI            | Public | 4000  |
| 58 | RIYA MANOJ KULCHANDANI         | Public | 2000  |
| 59 | ANUPAMA TYAGI                  | Public | 8000  |
| 60 | DINESH BABU CHANDRASEKAR       | Public | 4000  |
| 61 | SRIVIDYA CHAPPARAM             | Public | 6000  |
| 62 | RATNA PRADIP KURHADE           | Public | 4000  |
| 63 | SRIJANI PAHARI                 | Public | 2000  |
| 64 | PRIYA INDERKUMAR NATHANI       | Public | 3600  |
| 65 | NILAY RAMESHBHAI PATEL         | Public | 2000  |
| 66 | SHANMUGANATHAN KARUPPIAH       | Public | 2800  |
| 67 | LAXMI NARAYAN KULMI PATIDAR    | Public | 2800  |
| 68 | NAVEEN MENEZES                 | Public | 2000  |

|    |                         |        |                 |
|----|-------------------------|--------|-----------------|
| 69 | JAYESH ANIL SAWANT      | Public | 2000            |
| 70 | JITESH KISHOR NARANG    | Public | 3200            |
| 71 | SONIA VIRMANI           | Public | 3600            |
| 72 | ISHA KHAN               | Public | 2400            |
| 73 | ANURAG SINGHAL          | Public | 2000            |
| 74 | HEMANT BALI             | Public | 2400            |
| 75 | GIRISH JOSHI            | Public | 2000            |
| 76 | RAHIL TARACHAND SANGHVI | Public | 2000            |
| 77 | TAPAN MANHARLAL MEHTA   | Public | 2000            |
| 78 | PREETI GUPTA            | Public | 2000            |
| 79 | SEEMA SARAF             | Public | 10000           |
| 80 | RAJESH KUMAR SINGH      | Public | 2800            |
| 81 | SANJEEV KEDIA           | Public | 12800           |
|    | <b>Total</b>            |        | <b>5,31,800</b> |

**“RESOLVED FURTHER THAT**, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is **Tuesday, January 23, 2024**, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on **Thursday, February 22, 2024** and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**“RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

- a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees’ bank account.
- b) The Equity Shares proposed to be allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company bearing **ISIN: [INE004R01018]** in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, 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.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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

**“RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting

any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**3. ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), 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) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) each as amended from time to time, the listing agreements entered into by the Company with NSE Limited ( the “Stock Exchange”) where the securities of the Company are listed, 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 Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory 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 such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Board be and is hereby accorded, subject to the consent of the members of the Company to create, issue, offer and allot, in one or more tranches, upto 62,900 [Sixty Two Thousand Nine Hundred Only] Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) at a premium of Rs. 785/- (Seven Hundred Eighty-Five Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 5,00,05,500/- (Rupees Five Crore Five Thousand Five Hundred Only) to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

| <b>Sr. No.</b> | <b>Name Of Proposed Allottee</b> | <b>Maximum Number of Warrants</b> | <b>Category</b> |
|----------------|----------------------------------|-----------------------------------|-----------------|
| 1              | Ravindra Doshi                   | 62,900                            | Promoter        |
|                | <b>Total</b>                     | <b>62,900</b>                     |                 |

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is Tuesday, January 23,

2024, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.
- b) The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing equity shares of the Company.
- c) An amount equivalent to at least 25% of the warrant issue price i.e. Rs.795/- (Rupees Seven Hundred Ninety Five Only) per warrant shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.
- h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.

l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottees would have been titled to receive; and (b) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.

m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

**“RESOLVED FURTHER THAT** the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity shares upon conversion and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board,  
For, Kore Digital Limited**

**Ravindra Doshi  
Managing Director  
DIN- 02494055**

**Date: January 31, 2024  
Place: Mumbai**



## NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE MEETING.**

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution /authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed here to and forms part of this notice.
3. Members are requested to bring their attendance slips duly completed and signed mentioning there in details of their DPID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be titled to vote at the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Notice of the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar and Share Transfer Agents (RTA) of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members may note that the Notice will also be available on the Company's website of the Company <https://koredigital.com/> for their download and the website of the NSE Limited at <https://www.nseindia.com/>.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form.

## 8. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 executed by the company with the NSE, the company is pleased to provide members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Bigshare Services Private Ltd.

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cut off date i.e., Thursday, February 15, 2024 may cast their votes electronically.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company and the website of National Stock Exchange (NSE) at [www.nseindia.com](http://www.nseindia.com).

M/s. Govind Jaiswal & Company, Practising Company Secretary (Membership No. ACS: 52310; CP No: 19954) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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 two days of conclusion of the Meeting a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://koredigital.com/> within two (2) days of passing of the resolution at the EGM of the Company and communicated to the NSE.

**The process and instructions for e-voting are as under:**

- a. The voting period commences on Monday, February 19, 2024 (9:00 am IST) and end on Wednesday, February 21, 2024 (5:00 pm IST) During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, February 15, 2024, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
  - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 9.** Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- 10.** In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 one- 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.

| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol> |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

|                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                      | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>                                                                                                                                                                                                                                                                       |

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type                                                                | Helpdesk details                                                                                                                                                                                                                 |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |

**1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.

- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

#### **2. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’

- Enter “User ID” and “Registered email ID” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘RESET’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

#### **Investor Mapping:**

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

#### **Helpdesk for queries regarding e-voting:**

| Login type                                                                                     | Helpdesk details                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22. |

### **3. Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

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As required by Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

**ITEM 1**

The present Authorised Share Capital of the Company is Rs. 4,00,00,000/ (Rupees Four Crore only) divided into 40,00,000 (Forty Lakh) Equity shares of Rs.10 (Rupees Ten only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Tuesday, January 30, 2024, had accorded its approval for increasing the Authorised Share Capital from Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into Rs. 40,00,000/- (Rupees Forty Lakh Only) Equity shares of Rs. (Rupees Ten only) each to Rs. 4,50,00,000/- (Rupees Four Core Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of Rs. 10/ (Rupees Ten only) each subject to shareholder’s approval.

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity and other options

Such fund requirements can be met by the Company either through capital fund or borrowed fund. Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Tuesday, January 30, 2024 proposed to increase the Authorised Share Capital subject to the necessary approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into Rs. 40,00,000/- (Rupees Forty Lakh Only) Equity shares of Rs.10 (Rupees Ten only) each to Rs. 4,50,00,000/- (Rupees Four Core Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association & Articles of Association of the Company requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Ordinary Resolution set out at Item number 1 of the accompanying Notice in the interests of the Company.

**ITEM 2 & 3**

The Board of Directors of the Company (“Board”) at its meeting held on January 30, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of;



- upto 5,31,800 (Five Lakh Thirty-One Thousand Eight Hundred only) Equity Shares of face value of Rs. 10/- each at a price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) per Equity Shares including premium of Rs. 785/- (Rupees Seven Hundred and Eighty-Five only) aggregating upto a consideration not exceeding Rs. 42,27,81,000/- (Forty-Two Crore, Twenty Seven Lakhs, Eighty One Thousand) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).
- upto 62,900 ( Sixty Two Thousand Nine Hundred Only) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company for cash at an issue price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) at a premium of Rs. 785/- (Seven Hundred Eighty-Five Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 500,05,500/- (Rupees Five Crore Five Thousand Five Hundred Only) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").

**List of specified investors to which the Equity Shares to be offered is provided here under:**

| Sr. No. | Name of the Proposed Allottee    | Category (Promoter/<br>Public) | No. of Securities<br>applied |
|---------|----------------------------------|--------------------------------|------------------------------|
| 1       | RUPA DAS                         | Public                         | 2400                         |
| 2       | PAWAN RADHESHYAM KEJRIWAL        | Public                         | 2800                         |
| 3       | SANDEEP SINGH                    | Public                         | 19200                        |
| 4       | SWATI SAXENA                     | Public                         | 3200                         |
| 5       | VIBHOR JAIN                      | Public                         | 3200                         |
| 6       | ABHISHEK ANAND                   | Public                         | 3200                         |
| 7       | VINEET GUPTA                     | Public                         | 3200                         |
| 8       | JASMEET SINGH BUDHIRAJA          | Public                         | 3200                         |
| 9       | VINTII VASUNDHARA AGGARWAL       | Public                         | 3200                         |
| 10      | KIRTI DEEP                       | Public                         | 3200                         |
| 11      | KULDEEP SINGH                    | Public                         | 3200                         |
| 12      | YASHIKA GAINCHANDANI             | Public                         | 3200                         |
| 13      | SANJEEV GAJANAN PENDHARKAR       | Public                         | 3200                         |
| 14      | AJAY YESHWANT PENDHARKAR         | Public                         | 3200                         |
| 15      | DEEP YESHWANT PENDHARKAR         | Public                         | 3200                         |
| 16      | DEVESH SUMANT PENDHARKAR         | Public                         | 3200                         |
| 17      | AMIT ASHOK PENDHARKAR            | Public                         | 3200                         |
| 18      | VICCO PRODUCTS (BOMBAY) PVT. LTD | Public                         | 12800                        |
| 19      | TRADE LINK EXIM INDIA PVT LTD    | Public                         | 14400                        |
| 20      | AMIT AGARWAL                     | Public                         | 21600                        |

|    |                                |        |       |
|----|--------------------------------|--------|-------|
| 21 | SHRUTI AGRAWAL                 | Public | 21600 |
| 22 | SARLA AJIT GOLECHHA            | Public | 3600  |
| 23 | RAKESH LORIA                   | Public | 25200 |
| 24 | WOW INVESTMENTS                | Public | 27000 |
| 25 | HYPOTENUSE INVESTMENT          | Public | 9000  |
| 26 | AARSON INVESTMENTS             | Public | 18000 |
| 27 | VIKAS KUMAR AGRAWAL HUF        | Public | 9000  |
| 28 | TEN EIGHTY INVESTMENTS         | Public | 9000  |
| 29 | VIVEK KUMAR SINGHAL            | Public | 16000 |
| 30 | VINAY JAJODIA                  | Public | 12800 |
| 31 | CHETAN KUMAR                   | Public | 3600  |
| 32 | RAJESH SINGLA                  | Public | 3200  |
| 33 | MAYANK MOHIT                   | Public | 3200  |
| 34 | RACHIT PANDEY                  | Public | 3200  |
| 35 | NABA KRUSHNA DASH              | Public | 3200  |
| 36 | MALAY GOLECHA                  | Public | 3200  |
| 37 | ASHA SINGHANIY                 | Public | 3200  |
| 38 | RAMESH KOTAGIRI                | Public | 3200  |
| 39 | SUSHANT SACHDEVA               | Public | 3200  |
| 40 | MANISHA VERMA                  | Public | 3200  |
| 41 | KRISHAN SETHI                  | Public | 3200  |
| 42 | RAKESH GHEVERCHAND SURANA      | Public | 3200  |
| 43 | HAUSHILA PRASAD GUPTA          | Public | 3200  |
| 44 | SUDHIR KUMAR                   | Public | 3200  |
| 45 | VIJAYA SHARMA                  | Public | 3200  |
| 46 | MITHUN PRAKASH NIMJE           | Public | 3200  |
| 47 | UPMA SINGH                     | Public | 3200  |
| 48 | NALINI KANT                    | Public | 3200  |
| 49 | RAJESH THANMAL SANGHVI         | Public | 3200  |
| 50 | RAJESH TRIPATHI                | Public | 3200  |
| 51 | CAPASIOUS WEALTH MANEGMENT LLP | Public | 24600 |
| 52 | DEEPAK JUGALKISHORE CHOKHANI   | Public | 6400  |
| 53 | KEN VETTICAD JOB               | Public | 3200  |
| 54 | SHREE BHAGWAN MISRA            | Public | 6400  |
| 55 | MIR IFTIKHAR ALAM              | Public | 3200  |
| 56 | MANICKAM RAVICHANDRAN          | Public | 62000 |
| 57 | KHUSHIE KULCHANDANI            | Public | 4000  |
| 58 | RIYA MANOJ KULCHANDANI         | Public | 2000  |
| 59 | ANUPAMA TYAGI                  | Public | 8000  |
| 60 | DINESH BABU CHANDRASEKAR       | Public | 4000  |
| 61 | SRIVIDYA CHAPPARAM             | Public | 6000  |

|    |                             |        |                 |
|----|-----------------------------|--------|-----------------|
| 62 | RATNA PRADIP KURHADE        | Public | 4000            |
| 63 | SRIJANI PAHARI              | Public | 2000            |
| 64 | PRIYA INDERKUMAR NATHANI    | Public | 3600            |
| 65 | NILAY RAMESHBHAI PATEL      | Public | 2000            |
| 66 | SHANMUGANATHAN KARUPPIAH    | Public | 2800            |
| 67 | LAXMI NARAYAN KULMI PATIDAR | Public | 2800            |
| 68 | NAVEEN MENEZES              | Public | 2000            |
| 69 | JAYESH ANIL SAWANT          | Public | 2000            |
| 70 | JITESH KISHOR NARANG        | Public | 3200            |
| 71 | SONIA VIRMANI               | Public | 3600            |
| 72 | ISHA KHAN                   | Public | 2400            |
| 73 | ANURAG SINGHAL              | Public | 2000            |
| 74 | HEMANT BALI                 | Public | 2400            |
| 75 | GIRISH JOSHI                | Public | 2000            |
| 76 | RAHIL TARACHAND SANGHVI     | Public | 2000            |
| 77 | TAPAN MANHARLAL MEHTA       | Public | 2000            |
| 78 | PREETI GUPTA                | Public | 2000            |
| 79 | SEEMA SARAF                 | Public | 10000           |
| 80 | RAJESH KUMAR SINGH          | Public | 2800            |
| 81 | SANJEEV KEDIA               | Public | 12800           |
|    | <b>Total</b>                |        | <b>5,31,800</b> |

List of specified investors to which the Fully Convertible Warrants to be offered on Preferential basis is provided here under:

| Sr. No. | Name of the Proposed Allottee(s) | Category     | No. of Warrants |
|---------|----------------------------------|--------------|-----------------|
| 1       | RAVINDRA DOSHI                   | Promoter     | 62900           |
|         | <b>Total</b>                     | <b>62900</b> |                 |

**It may be noted that;**

- All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

**(1) Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors at its meeting held on January 30, 2024 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue upto 5,31,800 (Five Lakh Thirty-One Thousand Eight Hundred only) Equity Shares of face value of Rs. 10/- each at a price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) each (including premium of Rs. 785/- per share) aggregating upto a consideration not exceeding Rs. 42,27,81,000/- (Forty-Two Crore, Twenty Seven Lakhs, Eighty One Thousand Only) to the Investors, for cash consideration, by way of a preferential issue on a private placement basis and 62,900 (Sixty Two Thousand Nine Hundred) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 795/- (Rupees Seven Hundred Ninety Five Only) each (including premium of Rs. 785/- per warrant) payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs. 5,00,05,500/- (Rupees Five Crore Five Thousand Five Hundred Only).

**(2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

- a) Upto 5,31,800 (Five Lakh Thirty-One Thousand Eight Hundred only) Equity Shares of face value of Rs. 10/- each at a price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) each, (including premium of Rs.785/- per share), being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to not exceeding Rs. 42,27,81,000/- (Rupees Forty-Two Crore, Twenty Seven Lakhs, Eighty One Thousand Only).
- b) Upto 62,900 (Sixty Two Thousand Nine Hundred) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 795/- (Rupees Seven Hundred Ninety Five Only) each (including premium of Rs. 785/- per warrant) payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs. 5,00,05,500/- (Rupees Five Crore Five Thousand Five Hundred Only).

**(3) Objects of the Issue:**

The Company shall utilize the proceeds from the preferential issue of Equity Shares for the below mentioned objects:

- To finance working capital requirement of the Company.
- To expand the existing business of the Company and for future growth.

**(4) Basis on which the price has been arrived at and justification for the price (including premium, if any)**

The equity shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs.794.14/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: **Rs.410.78/- per Equity Share**
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: **Rs. 794.14/- per Equity Share**

**Report of independent registered valuer:** Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the price of ₹ 794.14/- (Rupees Seven Hundred Ninety Four and Fourteen Paise Only) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 30<sup>th</sup> January, 2024 issued by CA Jainam Shah, Registered Valuer (IBBI Registration No. IBBI/RV/07/2020/13500), 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 at the link: <https://koredigital.com/>

**Hence, the Board proposes to issue Equity Shares and fully convertible warrants on preferential at price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs.785/- (Rupees Seven Hundred Eighty Five Only) as a premium per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.**

**(5) The price or price band at/within which the allotment is proposed:**

The Equity Shares and fully convertible warrants on preferential basis are proposed to be issued at a price of Rs. 795/- (Rupees Seven Hundred Ninety-Five Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs.785/- (Rupees Seven Hundred Eighty Five Only) as a premium per Equity Share. Kindly refer to the above mentioned point no. (4) for the basis of determination of the price.

**(6) Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential issue of equity shares is **Tuesday, January 23, 2024**, being the date thirty days prior to the date of Extra Ordinary General Meeting.

**(7) The class or classes of persons to whom the allotment is proposed to be made**

The preferential Issue of **Equity Shares** is proposed to be made to investors under the class/ category as mentioned below:

| Sr. No. | Name of the Proposed Allottee | Category (Promoter/ Public) | No. of Securities applied |
|---------|-------------------------------|-----------------------------|---------------------------|
| 1       | RUPA DAS                      | Public                      | 2400                      |
| 2       | PAWAN RADHESHYAM KEJRIWAL     | Public                      | 2800                      |
| 3       | SANDEEP SINGH                 | Public                      | 19200                     |
| 4       | SWATI SAXENA                  | Public                      | 3200                      |
| 5       | VIBHOR JAIN                   | Public                      | 3200                      |

|    |                                  |        |       |
|----|----------------------------------|--------|-------|
| 6  | ABHISHEK ANAND                   | Public | 3200  |
| 7  | VINEET GUPTA                     | Public | 3200  |
| 8  | JASMEET SINGH BUDHIRAJA          | Public | 3200  |
| 9  | VINTII VASUNDHARA AGGARWAL       | Public | 3200  |
| 10 | KIRTI DEEP                       | Public | 3200  |
| 11 | KULDEEP SINGH                    | Public | 3200  |
| 12 | YASHIKA GAINCHANDANI             | Public | 3200  |
| 13 | SANJEEV GAJANAN PENDHARKAR       | Public | 3200  |
| 14 | AJAY YESHWANT PENDHARKAR         | Public | 3200  |
| 15 | DEEP YESHWANT PENDHARKAR         | Public | 3200  |
| 16 | DEVESH SUMANT PENDHARKAR         | Public | 3200  |
| 17 | AMIT ASHOK PENDHARKAR            | Public | 3200  |
| 18 | VICCO PRODUCTS (BOMBAY) PVT. LTD | Public | 12800 |
| 19 | TRADE LINK EXIM INDIA PVT LTD    | Public | 14400 |
| 20 | AMIT AGARWAL                     | Public | 21600 |
| 21 | SHRUTI AGRAWAL                   | Public | 21600 |
| 22 | SARLA AJIT GOLECHHA              | Public | 3600  |
| 23 | RAKESH LORIA                     | Public | 25200 |
| 24 | WOW INVESTMENTS                  | Public | 27000 |
| 25 | HYPOTENUSE INVESTMENT            | Public | 9000  |
| 26 | AARSON INVESTMENTS               | Public | 18000 |
| 27 | VIKAS KUMAR AGRAWAL HUF          | Public | 9000  |
| 28 | TEN EIGHTY INVESTMENTS           | Public | 9000  |
| 29 | VIVEK KUMAR SINGHAL              | Public | 16000 |
| 30 | VINAY JAJODIA                    | Public | 12800 |
| 31 | CHETAN KUMAR                     | Public | 3600  |
| 32 | RAJESH SINGLA                    | Public | 3200  |
| 33 | MAYANK MOHIT                     | Public | 3200  |
| 34 | RACHIT PANDEY                    | Public | 3200  |
| 35 | NABA KRUSHNA DASH                | Public | 3200  |
| 36 | MALAY GOLECHA                    | Public | 3200  |
| 37 | ASHA SINGHANIY                   | Public | 3200  |
| 38 | RAMESH KOTAGIRI                  | Public | 3200  |
| 39 | SUSHANT SACHDEVA                 | Public | 3200  |
| 40 | MANISHA VERMA                    | Public | 3200  |
| 41 | KRISHAN SETHI                    | Public | 3200  |
| 42 | RAKESH GHEVERCHAND SURANA        | Public | 3200  |
| 43 | HAUSHILA PRASAD GUPTA            | Public | 3200  |
| 44 | SUDHIR KUMAR                     | Public | 3200  |
| 45 | VIJAYA SHARMA                    | Public | 3200  |
| 46 | MITHUN PRAKASH NIMJE             | Public | 3200  |

|    |                                |        |                 |
|----|--------------------------------|--------|-----------------|
| 47 | UPMA SINGH                     | Public | 3200            |
| 48 | NALINI KANT                    | Public | 3200            |
| 49 | RAJESH THANMAL SANGHVI         | Public | 3200            |
| 50 | RAJESH TRIPATHI                | Public | 3200            |
| 51 | CAPASIOUS WEALTH MANEGMENT LLP | Public | 24600           |
| 52 | DEEPAK JUGALKISHORE CHOKHANI   | Public | 6400            |
| 53 | KEN VETTICAD JOB               | Public | 3200            |
| 54 | SHREE BHAGWAN MISRA            | Public | 6400            |
| 55 | MIR IFTIKHAR ALAM              | Public | 3200            |
| 56 | MANICKAM RAVICHANDRAN          | Public | 62000           |
| 57 | KHUSHIE KULCHANDANI            | Public | 4000            |
| 58 | RIYA MANOJ KULCHANDANI         | Public | 2000            |
| 59 | ANUPAMA TYAGI                  | Public | 8000            |
| 60 | DINESH BABU CHANDRASEKAR       | Public | 4000            |
| 61 | SRIVIDYA CHAPPARAM             | Public | 6000            |
| 62 | RATNA PRADIP KURHADE           | Public | 4000            |
| 63 | SRIJANI PAHARI                 | Public | 2000            |
| 64 | PRIYA INDERKUMAR NATHANI       | Public | 3600            |
| 65 | NILAY RAMESHBHAI PATEL         | Public | 2000            |
| 66 | SHANMUGANATHAN KARUPPIAH       | Public | 2800            |
| 67 | LAXMI NARAYAN KULMI PATIDAR    | Public | 2800            |
| 68 | NAVEEN MENEZES                 | Public | 2000            |
| 69 | JAYESH ANIL SAWANT             | Public | 2000            |
| 70 | JITESH KISHOR NARANG           | Public | 3200            |
| 71 | SONIA VIRMANI                  | Public | 3600            |
| 72 | ISHA KHAN                      | Public | 2400            |
| 73 | ANURAG SINGHAL                 | Public | 2000            |
| 74 | HEMANT BALI                    | Public | 2400            |
| 75 | GIRISH JOSHI                   | Public | 2000            |
| 76 | RAHIL TARACHAND SANGHVI        | Public | 2000            |
| 77 | TAPAN MANHARLAL MEHTA          | Public | 2000            |
| 78 | PREETI GUPTA                   | Public | 2000            |
| 79 | SEEMA SARAF                    | Public | 10000           |
| 80 | RAJESH KUMAR SINGH             | Public | 2800            |
| 81 | SANJEEV KEDIA                  | Public | 12800           |
|    | <b>Total</b>                   |        | <b>5,31,800</b> |

The preferential Issue of the warrants each carrying a right to subscribe to one equity share per warrant is proposed to be made to one investor under the class/ category as mentioned below:

| <b>Sr. No.</b> | <b>Name of the Proposed Allottee</b> | <b>Category</b> | <b>Max. No. of Warrants Allottes</b> |
|----------------|--------------------------------------|-----------------|--------------------------------------|
| 1              | Ravindra Doshi                       | Promoter        | 62,900                               |
|                | <b>Total</b>                         |                 | <b>62,900</b>                        |

**(8) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue**

Except Mr. Ravindra Doshi, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue.

**(9) Proposed time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottee, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

**(10) Principal terms of assets charged as securities**

Not applicable.

**(11) Shareholding pattern of the Company before and after the Preferential Issue**

Please refer **Annexure - A** to this notice for details.

**(12) Name and address of valuer who performed valuation:**

The valuation was performed by CA Jainam Shah, Registered Valuer (IBBI Registration No. IBBI/RV/07/2020/13500) Founder of M/s ValuGenius Advisors LLP having his office at 401, Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai 400 092

**(13) Amount which the Company intends to raise by way of such securities**

The Company intends to raise an amount of upto Rs. 42,27,81,000/- (Forty-Two Crore, Twenty Seven Lakhs, Eighty One Thousand) by way of issue of Equity Shares and an amount of Rs. 5,00,05,500/- (Five Crore Five Thousand Five Hundred) by way of issue of warrants.

**(14) Material terms of the proposed Preferential Issue of the Equity Shares and Fully Convertible**



## Warrants

The material terms of the proposed preferential issue of the Equity Shares and Fully Convertible Warrants are stipulated in the special resolution as set out at Item No. 2 & 3 of this Notice.

**(15) Number 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**

N.A.

**(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue.**

a) The Equity Shares are proposed to be allotted to Non-Promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

|    | Name of Proposed Allottees | No. of Shares to be allotted | Category | Pre Pref. Holding |              | Post Pref. Holding* |              | Ultimate beneficial owners |
|----|----------------------------|------------------------------|----------|-------------------|--------------|---------------------|--------------|----------------------------|
|    |                            |                              |          | No. of Shares     | % of holding | No. of Shares       | % of holding |                            |
| 1  | RUPA DAS                   | 2400                         | Public   | NIL               | NIL          | 2400                | 0.06%        | Self                       |
| 2  | PAWAN RADHESHYAM KEJRIWAL  | 2800                         | Public   | NIL               | NIL          | 2800                | 0.07%        | Self                       |
| 3  | SANDEEP SINGH              | 19200                        | Public   | NIL               | NIL          | 19200               | 0.47%        | Self                       |
| 4  | SWATI SAXENA               | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 5  | VIBHOR JAIN                | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 6  | ABHISHEK ANAND             | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 7  | VINEET GUPTA               | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 8  | JASMEET SINGH BUDHIRAJA    | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 9  | VINTII VASUNDHARA AGGARWAL | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 10 | KIRTI DEEP                 | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 11 | KULDEEP SINGH              | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 12 | YASHIKA GAINCHANDANI       | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 13 | SANJEEV GAJANAN PENDHARKAR | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 14 | AJAY YESHWANT PENDHARKAR   | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 15 | DEEP YESHWANT PENDHARKAR   | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 16 | DEVESH SUMANT PENDHARKAR   | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |
| 17 | AMIT ASHOK PENDHARKAR      | 3200                         | Public   | NIL               | NIL          | 3200                | 0.08%        | Self                       |

|    |                                  |       |        |     |       |       |       |                     |
|----|----------------------------------|-------|--------|-----|-------|-------|-------|---------------------|
| 18 | VICCO PRODUCTS (BOMBAY) PVT. LTD | 12800 | Public | NIL | NIL   | 12800 | 0.31% |                     |
| 19 | TRADE LINK EXIM INDIA PVT LTD    | 14400 | Public | NIL | NIL   | 14400 | 0.35% |                     |
| 20 | AMIT AGARWAL                     | 21600 | Public | NIL | NIL   | 21600 | 0.52% | Self                |
| 21 | SHRUTI AGRAWAL                   | 21600 | Public | NIL | NIL   | 21600 | 0.52% | Self                |
| 22 | SARLA AJIT GOLECHHA              | 3600  | Public | NIL | NIL   | 3600  | 0.09% | Self                |
| 23 | RAKESH LORIA                     | 25200 | Public | NIL | NIL   | 25200 | 0.61% | Self                |
| 24 | WOW INVESTMENTS                  | 27000 | Public | NIL | NIL   | 27000 | 0.66% |                     |
| 25 | HYPOTENUSE INVESTMENT            | 9000  | Public | NIL | NIL   | 9000  | 0.22% |                     |
| 26 | AARSON INVESTMENTS               | 18000 | Public | NIL | NIL   | 18000 | 0.44% |                     |
| 27 | VIKAS KUMAR AGRAWAL HUF          | 9000  | Public | NIL | NIL   | 9000  | 0.22% | VIKAS KUMAR AGRAWAL |
| 28 | TEN EIGHTY INVESTMENTS           | 9000  | Public | NIL | NIL   | 9000  | 0.22% |                     |
| 29 | VIVEK KUMAR SINGHAL              | 16000 | Public | NIL | NIL   | 16000 | 0.39% | Self                |
| 30 | VINAY JAJODIA                    | 12800 | Public | NIL | NIL   | 12800 | 0.31% | Self                |
| 31 | CHETAN KUMAR                     | 3600  | Public | NIL | NIL   | 3600  | 0.09% | Self                |
| 32 | RAJESH SINGLA                    | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 33 | MAYANK MOHIT                     | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 34 | RACHIT PANDEY                    | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 35 | NABA KRUSHNA DASH                | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 36 | MALAY GOLECHA                    | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 37 | ASHA SINGHANIY                   | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 38 | RAMESH KOTAGIRI                  | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 39 | SUSHANT SACHDEVA                 | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 40 | MANISHA VERMA                    | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 41 | KRISHAN SETHI                    | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 42 | RAKESH GHEVERCHAND SURANA        | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 43 | HAUSHILA PRASAD GUPTA            | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 44 | SUDHIR KUMAR                     | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 45 | VIJAYA SHARMA                    | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 46 | MITHUN PRAKASH NIMJE             | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 47 | UPMA SINGH                       | 3200  | Public | NIL | NIL   | 3200  | 0.08% | Self                |
| 48 | NALINI KANT                      | 3200  | Public | 400 | 0.01% | 3600  | 0.09% | Self                |

|    |                                         |       |        |      |       |       |       |      |
|----|-----------------------------------------|-------|--------|------|-------|-------|-------|------|
| 49 | RAJESH<br>THANMAL<br>SANGHVI            | 3200  | Public | NIL  | NIL   | 3200  | 0.08% | Self |
| 50 | RAJESH TRIPATHI                         | 3200  | Public | NIL  | NIL   | 3200  | 0.08% | Self |
| 51 | CAPASIOUS<br>WEALTH<br>MANEGMENT<br>LLP | 24600 | Public | NIL  | NIL   | 24600 | 0.60% |      |
| 52 | DEEPAK<br>JUGALKISHORE<br>CHOKHANI      | 6400  | Public | NIL  | NIL   | 6400  | 0.16% | Self |
| 53 | KEN VETTICAD<br>JOB                     | 3200  | Public | NIL  | NIL   | 3200  | 0.08% | Self |
| 54 | SHREE<br>BHAGWAN<br>MISRA               | 6400  | Public | NIL  | NIL   | 6400  | 0.16% | Self |
| 55 | MIR IFTIKHAR<br>ALAM                    | 3200  | Public | NIL  | NIL   | 3200  | 0.08% | Self |
| 56 | MANICKAM<br>RAVICHANDRAN                | 62000 | Public | NIL  | NIL   | 62000 | 1.51% | Self |
| 57 | KHUSHIE<br>KULCHANDANI                  | 4000  | Public | NIL  | NIL   | 4000  | 0.10% | Self |
| 58 | RIYA MANOJ<br>KULCHANDANI               | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 59 | ANUPAMA TYAGI                           | 8000  | Public | NIL  | NIL   | 8000  | 0.19% | Self |
| 60 | DINESH BABU<br>CHANDRASEKAR             | 4000  | Public | NIL  | NIL   | 4000  | 0.10% | Self |
| 61 | SRIVIDYA<br>CHAPPARAM                   | 6000  | Public | NIL  | NIL   | 6000  | 0.15% | Self |
| 62 | RATNA PRADIP<br>KURHADE                 | 4000  | Public | NIL  | NIL   | 4000  | 0.10% | Self |
| 63 | SRIJANI PAHARI                          | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 64 | PRIYA<br>INDERKUMAR<br>NATHANI          | 3600  | Public | NIL  | NIL   | 3600  | 0.09% | Self |
| 65 | NILAY<br>RAMESHBHAI<br>PATEL            | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 66 | SHANMUGANAT<br>HAN KARUPPIAH            | 2800  | Public | 800  | 0.02% | 3600  | 0.09% | Self |
| 67 | LAXMI<br>NARAYAN<br>KULMI PATIDAR       | 2800  | Public | NIL  | NIL   | 2800  | 0.07% | Self |
| 68 | NAVEEN<br>MENEZES                       | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 69 | JAYESH ANIL<br>SAWANT                   | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 70 | JITESH KISHOR<br>NARANG                 | 3200  | Public | NIL  | NIL   | 3200  | 0.08% | Self |
| 71 | SONIA VIRMANI                           | 3600  | Public | NIL  | NIL   | 3600  | 0.09% | Self |
| 72 | ISHA KHAN                               | 2400  | Public | NIL  | NIL   | 2400  | 0.06% | Self |
| 73 | ANURAG<br>SINGHAL                       | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 74 | HEMANT BALI                             | 2400  | Public | 6400 | 0.18% | 8800  | 0.21% | Self |
| 75 | GIRISH JOSHI                            | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 76 | RAHIL                                   | 2000  | Public | NIL  | NIL   | 2000  | 0.05% | Self |

|    |                       |        |        |      |       |       |       |      |
|----|-----------------------|--------|--------|------|-------|-------|-------|------|
|    | TARACHAND SANGHVI     |        |        |      |       |       |       |      |
| 77 | TAPAN MANHARLAL MEHTA | 2000   | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 78 | PREETI GUPTA          | 2000   | Public | NIL  | NIL   | 2000  | 0.05% | Self |
| 79 | SEEMA SARAF           | 10000  | Public | NIL  | NIL   | 10000 | 0.24% | Self |
| 80 | RAJESH KUMAR SINGH    | 2800   | Public | 4400 | 0.13% | 7200  | 0.17% | Self |
| 81 | SANJEEV KEDIA         | 12,800 | Public | NIL  | NIL   | 12800 | 0.31% | Self |

*Note: The above Shareholding may undergo change if the existing warrants gets converted into equity shares before the allotment and conversion of securities proposed to be issued under this resolution.*

The warrants are proposed to be allotted Promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. The pre and post issue holding of the proposed allottees of Warrants are as under:

|    | Name of Allottees | No. of Warrants to be allotted | Category | Pre Pref. Holding |              | Post Pref. Holding* |              | Ultimate Beneficial Owners |
|----|-------------------|--------------------------------|----------|-------------------|--------------|---------------------|--------------|----------------------------|
|    |                   |                                |          | No. of Shares     | % of holding | No. of Shares       | % of holding |                            |
| 1. | Ravindra Doshi    | 62900                          | Promoter | 12,60,000         | 35.80%       | 13,22,900           | 32.15%       | Self                       |

*Note: The above Shareholding may undergo change if the existing warrants gets converted into equity shares before the allotment and conversion of securities proposed to be issued under this resolution.*

**(17) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects**

Except contribution of Rs. 5,00,05,500/- (Five Crore Five Thousand Five Hundred) by way of issue of warrants by Mr. Ravindra Doshi, no contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue as above

**(18) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable. The consideration for issue of Equity Shares shall be paid in cash.

**(19) Listing**

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**(20) Lock-in Period**

- The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

- The warrants and the equity shares to be allotted pursuant to exercise of warrants shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to a period 90 trading days from the date allotment of Shares as per the SEBI ICDR Regulations.

**(21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter/Public:**

Status of proposed allottees of Equity Shares:

| Sr. No. | Name of the Proposed Allottee    | Current Status | Proposed Status |
|---------|----------------------------------|----------------|-----------------|
| 1       | RUPA DAS                         | Public         | Public          |
| 2       | PAWAN RADHESHYAM KEJRIWAL        | Public         | Public          |
| 3       | SANDEEP SINGH                    | Public         | Public          |
| 4       | SWATI SAXENA                     | Public         | Public          |
| 5       | VIBHOR JAIN                      | Public         | Public          |
| 6       | ABHISHEK ANAND                   | Public         | Public          |
| 7       | VINEET GUPTA                     | Public         | Public          |
| 8       | JASMEET SINGH BUDHIRAJA          | Public         | Public          |
| 9       | VINTII VASUNDHARA AGGARWAL       | Public         | Public          |
| 10      | KIRTI DEEP                       | Public         | Public          |
| 11      | KULDEEP SINGH                    | Public         | Public          |
| 12      | YASHIKA GAINCHANDANI             | Public         | Public          |
| 13      | SANJEEV GAJANAN PENDHARKAR       | Public         | Public          |
| 14      | AJAY YESHWANT PENDHARKAR         | Public         | Public          |
| 15      | DEEP YESHWANT PENDHARKAR         | Public         | Public          |
| 16      | DEVESH SUMANT PENDHARKAR         | Public         | Public          |
| 17      | AMIT ASHOK PENDHARKAR            | Public         | Public          |
| 18      | VICCO PRODUCTS (BOMBAY) PVT. LTD | Public         | Public          |
| 19      | TRADE LINK EXIM INDIA PVT LTD    | Public         | Public          |
| 20      | AMIT AGARWAL                     | Public         | Public          |
| 21      | SHRUTI AGRAWAL                   | Public         | Public          |
| 22      | SARLA AJIT GOLECHHA              | Public         | Public          |
| 23      | RAKESH LORIA                     | Public         | Public          |
| 24      | WOW INVESTMENTS                  | Public         | Public          |
| 25      | HYPOTENUSE INVESTMENT            | Public         | Public          |
| 26      | AARSON INVESTMENTS               | Public         | Public          |
| 27      | VIKAS KUMAR AGRAWAL HUF          | Public         | Public          |
| 28      | TEN EIGHTY INVESTMENTS           | Public         | Public          |
| 29      | VIVEK KUMAR SINGHAL              | Public         | Public          |

|    |                                |        |        |
|----|--------------------------------|--------|--------|
| 30 | VINAY JAJODIA                  | Public | Public |
| 31 | CHETAN KUMAR                   | Public | Public |
| 32 | RAJESH SINGLA                  | Public | Public |
| 33 | MAYANK MOHIT                   | Public | Public |
| 34 | RACHIT PANDEY                  | Public | Public |
| 35 | NABA KRUSHNA DASH              | Public | Public |
| 36 | MALAY GOLECHA                  | Public | Public |
| 37 | ASHA SINGHANIY                 | Public | Public |
| 38 | RAMESH KOTAGIRI                | Public | Public |
| 39 | SUSHANT SACHDEVA               | Public | Public |
| 40 | MANISHA VERMA                  | Public | Public |
| 41 | KRISHAN SETHI                  | Public | Public |
| 42 | RAKESH GHEVERCHAND SURANA      | Public | Public |
| 43 | HAUSHILA PRASAD GUPTA          | Public | Public |
| 44 | SUDHIR KUMAR                   | Public | Public |
| 45 | VIJAYA SHARMA                  | Public | Public |
| 46 | MITHUN PRAKASH NIMJE           | Public | Public |
| 47 | UPMA SINGH                     | Public | Public |
| 48 | NALINI KANT                    | Public | Public |
| 49 | RAJESH THANMAL SANGHVI         | Public | Public |
| 50 | RAJESH TRIPATHI                | Public | Public |
| 51 | CAPASIOUS WEALTH MANEGMENT LLP | Public | Public |
| 52 | DEEPAK JUGALKISHORE CHOKHANI   | Public | Public |
| 53 | KEN VETTICAD JOB               | Public | Public |
| 54 | SHREE BHAGWAN MISRA            | Public | Public |
| 55 | MIR IFTIKHAR ALAM              | Public | Public |
| 56 | MANICKAM RAVICHANDRAN          | Public | Public |
| 57 | KHUSHIE KULCHANDANI            | Public | Public |
| 58 | RIYA MANOJ KULCHANDANI         | Public | Public |
| 59 | ANUPAMA TYAGI                  | Public | Public |
| 60 | DINESH BABU CHANDRASEKAR       | Public | Public |
| 61 | SRIVIDYA CHAPPARAM             | Public | Public |
| 62 | RATNA PRADIP KURHADE           | Public | Public |
| 63 | SRIJANI PAHARI                 | Public | Public |
| 64 | PRIYA INDERKUMAR NATHANI       | Public | Public |
| 65 | NILAY RAMESHBHAI PATEL         | Public | Public |
| 66 | SHANMUGANATHAN KARUPPIAH       | Public | Public |
| 67 | LAXMI NARAYAN KULMI PATIDAR    | Public | Public |
| 68 | NAVEEN MENEZES                 | Public | Public |
| 69 | JAYESH ANIL SAWANT             | Public | Public |
| 70 | JITESH KISHOR NARANG           | Public | Public |

|    |                         |        |        |
|----|-------------------------|--------|--------|
| 71 | SONIA VIRMANI           | Public | Public |
| 72 | ISHA KHAN               | Public | Public |
| 73 | ANURAG SINGHAL          | Public | Public |
| 74 | HEMANT BALI             | Public | Public |
| 75 | GIRISH JOSHI            | Public | Public |
| 76 | RAHIL TARACHAND SANGHVI | Public | Public |
| 77 | TAPAN MANHARLAL MEHTA   | Public | Public |
| 78 | PREETI GUPTA            | Public | Public |
| 79 | SEEMA SARAF             | Public | Public |
| 80 | RAJESH KUMAR SINGH      | Public | Public |
| 81 | SANJEEV KEDIA           | Public | Public |

Status of proposed allottees of Warrants:

| Sr. No. | Name of the Proposed Allottee | Current Status | Proposed Status |
|---------|-------------------------------|----------------|-----------------|
| 1       | RAVINDRA DOSHI                | Promoter       | Promoter        |

## (22) Undertakings

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

- i) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares.

**(23) Company Secretary's Certificate**

The certificate from Mr. GOVIND JAISWAL Proprietor of M/s. GOVIND JAISWAL & COMPANY, Practicing Company Secretary (ICSI Membership No.: 52310 CP No: 19954) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://koredigital.com>.

**(24) Other disclosures**

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the preferential issue is for a cash consideration.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of Equity Shares and fully convertible warrants to the Investor is being sought by way of a special resolution as set out in the said item no. 2 & 3 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.2 and Item No. 3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Mr. Ravindra Doshi, none of the directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 & 3 of this notice.

**By Order of the Board of Directors**  
**Kore Digital Limited**

**Mr. Ravindra Doshi**  
**(Managing Director)**  
**DIN: 02494055**



**Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company**

| Sr No    | Category of Shareholder(s)                                                     | Pre-Issue*<br>Dated 22.01.2024 |                          | Post – Issue*            |                          |
|----------|--------------------------------------------------------------------------------|--------------------------------|--------------------------|--------------------------|--------------------------|
|          |                                                                                | No. of<br>Shares<br>held       | % of<br>share<br>holding | No. of<br>shares<br>held | % of<br>share<br>holding |
| <b>A</b> | <b>Promoters &amp; Promoter Group Holding</b>                                  |                                |                          |                          |                          |
| <b>1</b> | <b>Indian</b>                                                                  |                                |                          |                          |                          |
| a)       | Individual                                                                     | 2512440                        | 71.38%                   | 2575340                  | 62.59%                   |
| 59       | <b>Total Promoters &amp; Promoter Group Holding (A)</b>                        | <b>2512440</b>                 | <b>71.38%</b>            | <b>2575340</b>           | <b>62.59%</b>            |
| <b>B</b> | <b>Non-Promoters Holding</b>                                                   |                                |                          |                          |                          |
| <b>1</b> | <b>Institutional Investors</b>                                                 | 0                              | 0.00%                    | 0                        | 0.00%                    |
| a)       | Mutual Funds                                                                   | 0                              | 0.00%                    | 0                        | 0.00%                    |
| b)       | Alternate Investment Funds                                                     | 0                              | 0.00%                    | 0                        | 0.00%                    |
| c)       | Foreign Portfolio Investors / foreign body corporate                           | 0                              | 0.00%                    | 0                        | 0.00%                    |
| d)       | Financial Institutions/ Banks                                                  | 0                              | 0.00%                    | 0                        | 0.00%                    |
| e)       | Insurance Companies                                                            | 0                              | 0.00%                    | 0                        | 0.00%                    |
|          | <b>Sub-Total (B)(1)</b>                                                        | <b>0</b>                       | <b>0.00%</b>             | <b>0</b>                 | <b>0.00%</b>             |
| <b>2</b> | <b>Central Government/ State Government</b>                                    | 0                              | 0.00%                    | 0                        | 0.00%                    |
|          | <b>Sub-Total (B)(2)</b>                                                        |                                |                          |                          |                          |
| <b>3</b> | <b>Non-Institutions</b>                                                        |                                |                          |                          |                          |
| a)       | Individuals                                                                    |                                |                          |                          |                          |
| i)       | Individual shareholders holding nominal share capital upto Rs. 2 lakhs         | 717960                         | 20.40%                   | 1059160                  | 25.74%                   |
| ii)      | Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs | 0                              | 0.00%                    | 0                        | 0.00%                    |
| b)       | NBFCs registered with RBI                                                      | 0                              | 0.00%                    | 0                        | 0.00%                    |
| c)       | Any other, specify                                                             |                                |                          |                          |                          |
|          | Foreign Companies                                                              | 0                              | 0.00%                    | 0                        | 0.00%                    |
|          | Hindu Undivided Family                                                         | 55200                          | 1.57%                    | 64200                    | 1.56%                    |
|          | Non-Resident Indians                                                           | 219200                         | 6.23%                    | 286000                   | 6.95%                    |
|          | Clearing Member                                                                | 1600                           | 0.05%                    | 1600                     | 0.04%                    |
|          | Body Corporate                                                                 | 13600                          | 0.39%                    | 128400                   | 3.12%                    |
|          | <b>Sub-Total (B)(3)</b>                                                        | <b>1007560</b>                 | <b>28.62%</b>            | <b>1539360</b>           | <b>37.41%</b>            |
|          | <b>Total Public Shareholding (B)</b>                                           | <b>1007560</b>                 | <b>28.62%</b>            | <b>1539360</b>           | <b>37.41%</b>            |
|          | <b>Total (A)+(B)</b>                                                           | <b>3520000</b>                 | <b>100.00%</b>           | <b>4114700</b>           | <b>100.00%</b>           |

*Note: The above Shareholding may undergo change if the existing warrants gets converted into equity shares before the allotment and conversion of securities proposed to be issued under this resolution.*

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the member attending : \_\_\_\_\_

Name of Proxy : \_\_\_\_\_

Regd. Folio No. : \_\_\_\_\_ DP Id : \_\_\_\_\_

Client Id\* : \_\_\_\_\_ No. Of shares held: \_\_\_\_\_

I hereby record my presence at the Extra ordinary General Meeting of the KORE DIGITAL LIMITED, at B 1107-1108, Shelton Sapphire Sector 15, CBD Belapur, Thane, Navi Mumbai, Maharashtra, India, 400614 on Thursday, February 22, 2024 at 03.00 P.M

Member's / Proxy's Signature

(To be signed at the time of handling over the slip)

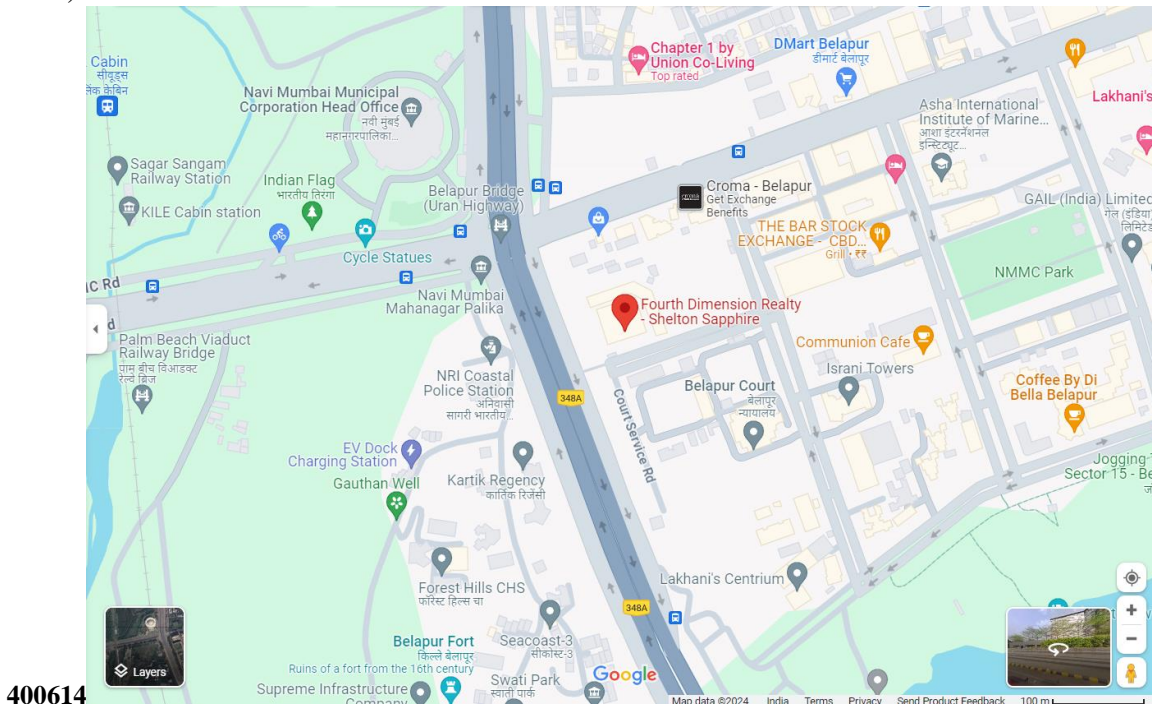
**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**Rout Map of EGM Venue of:  
KORE DIGITAL LIMITED**

**Extraordinary General Meeting, Thursday, February 22, 2024**

**VENUE: B 1107-1108, Shelton Sapphire Sector 15, CBD Belapur, Thane, Navi Mumbai, Maharashtra, India,**



**Add: B 1107-1108, SHELTON SAPPHERE SECTOR 15, CBD BELAPUR, NAVI MUMBAI - 400614**

**CIN: U74900MH2009PLC190361**

**Website: www.koredigital.com**

**E-mail: ravindra.doshi@koredigital.com**

**PROXY FORM**

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

|                            |  |              |  |
|----------------------------|--|--------------|--|
| <b>Name of Member</b>      |  |              |  |
| <b>Registered Address</b>  |  |              |  |
| <b>Folio No/ Client ID</b> |  | <b>DP ID</b> |  |
| <b>e-mail Id</b>           |  |              |  |

I/ We, being the member(s) of \_\_\_\_\_ shares of KORE DIGITAL LIMITED, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

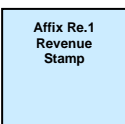
as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, February 22, 2024 at 3.00 p.m. at the B 1107-1108, Shelton Sapphire Sector 15, CBD Belapur, Thane, Navi Mumbai, Maharashtra, India, 400614, and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

| <b>Special Business</b> |                                              |  |  |
|-------------------------|----------------------------------------------|--|--|
| 1.                      | To Issue Equity Shares on Preferential Basis |  |  |
|                         |                                              |  |  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of the Shareholder

Signature of the Proxy holder(s)

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.**
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**

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**Add: B 1107-1108, SHELTON SAPPHIRE SECTOR 15, CBD BELAPUR, NAVI MUMBAI - 400614**

**CIN: U74900MH2009PLC190361**

**Website: www.koredigital.com**

**E-mail: ravindra.doshi@koredigital.com**