

NOTICE OF 43rd ANNUAL GENERAL MEETING

Notice is hereby given that the **43rd (Forty-Third) Annual General Meeting** of the members of Kairosoft AI Solutions Limited (formerly known as Pankaj Piyush Trade and Investment Limited) will be held on Monday, 15th September, 2025 at 12:00 Noon through Video Conferencing/Other Audio-Visual Means ("VC/OAVM"). The following businesses will be transacted at the AGM:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, and the reports of the Board of Directors and Auditors thereon;**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2024, and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, and the reports of the Board of Directors and Auditors thereon;**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2025, and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

3. **To approve re-appointment of Mr. Deva Ram (DIN: 09003288), who retires by rotation and being eligible, offers himself for re-appointment, as a director;**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Deva Ram (DIN: 09003288), Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation".

4. **Appointment of Statutory Auditors of the Company;**

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. S Agarwal & Co., Chartered Accountants, (Firm Reg No. 000808N), be and are hereby appointed as the Statutory Auditors of the Company for the consecutive term of five years, from the conclusion of this 43rd Annual General Meeting till the conclusion of the 48th Annual General Meeting, to examine and audit the accounts of the Company at such remuneration as may be mutually decided by the Board of Directors and the Statutory Auditors of the Company."

SPECIAL BUSINESS:

5. **To Change Designation and Fix Remuneration of Mr. Deva Ram (DIN: 09003288) from Non-Executive Director to Executive Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 and 198 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, read with the Rules framed thereunder, read with Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations 2015”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meetings held on 05th August, 2025, the consent of the members be and is hereby accorded to change the designation of Mr. Deva Ram (DIN- 09003288) who was appointed in the capacity of Non-Executive-Non-Independent Director with effect from 03rd October, 2024, to Executive Director of the Company with effect from 05th August, 2025 who is eligible and has consented to act as an Executive Director of the Company, and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 196, 197 and 198 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17 of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Deva Ram shall be paid such remuneration as per the details set out in the explanatory statement annexed to the Notice, as deemed appropriate to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the remuneration as it may deem fit and as may be acceptable to Mr. Deva Ram, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To Appoint Mr. Santosh Kumar Kushawaha (DIN:02994228) as a Non-Executive Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, the consent of the member be and is hereby accorded for the appointment of Mr. Santosh Kumar Kushawaha (DIN: 02994228), who was appointed as an Additional Director in the category of Non-Executive Non Independent Director by the Board w.e.f. 5th August, 2025 under section 161 of the Act and who holds office up to the date of this Annual General Meeting of the Company, as Non-Executive Non-Independent Director of the Company w.e.f. 05th August, 2025 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To Ratify the Contents of Postal Ballot Notice dated 13th June, 2024

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

RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 read with and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the member be and is hereby accorded to ratify the contents of the Notice of Postal Ballot dated 13th June, 2024 with respect to the period of appointment of Mr. Sagar Khurana, Managing Director of the Company.

RESOLVED FURTHER THAT in partial modification of the said appointment and to align with the provisions of the Companies Act, 2013 and subject to the Articles of Association of the Company, Mr. Sagar Khurana shall not be liable to retire by rotation, with effect from 13th June, 2024, being the effective date of his appointment as Managing Director.

RESOLVED FURTHER THAT all acts, deeds, decisions, and actions taken by Mr. Sagar Khurana in his capacity as Managing Director of the Company since 13th June, 2024 be and are hereby ratified and confirmed.

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

8. To consider and approve the appointment of M/s Sumit Bajaj & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, ***M/s Sumit Bajaj & Associates, a firm of Practicing Company Secretaries (Firm Registration no. S2019DE677200)***, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from 01 April 2025 till 31 March 2030, on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) in mutual consultation with the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports as the Board of Directors may require subject to which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to delegate all or any of the powers to any officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. **To consider and approve the Material Related Party Transactions for the Financial Year 2025-26.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, and applicable provisions of the Companies Act, 2013 (**“the Act”**) read with relevant Rules made thereunder, the Company’s Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and/or continue to enter into material related party transaction(s)/contract(s)/arrangement(s)/agreement(s), whether individually or taken together with previous transactions during the financial year 2025–26, with Hrihana Homes Private Limited, related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value not exceeding ₹50 crores (Rupees Fifty Crores only), on such terms and conditions as may be mutually agreed upon, provided that such transactions shall be undertaken in the ordinary course of business and on an arm’s length basis or as otherwise permitted under applicable law.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall include any Committee thereof or any officer authorized by the Board), be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, proper or expedient, including but not limited to finalizing and executing necessary documents, contracts, agreements, and such other writings, and to make such filings and seek such approvals as may be required to give effect to this Resolution, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other officer(s) or authorized representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to this Resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or its committees in this regard prior to the date of this resolution be and are hereby ratified and approved in all respects.”

Registered Office: DPT612, F-79& 80, DLF Prime Towers,
Okhla Industrial Estate, South Delhi, Delhi, India, 110020
CIN: L22209DL1982PLC256291
Email ID: infopptinvestment@gmail.com

Date: 20.08.2025
Place: Delhi

By order of the Board
For Kairosoft AI Solutions Limited
(Pankaj Piyush Trade and Investment Limited)

Sd/-
Naina Soni
Company Secretary and Compliance Officer
M.No. A76572

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 5 to 9 is annexed to this notice. Further, the information and facts as specified in the Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “**General Meetings**” issued by The Institute of Company Secretaries of India for Item No. 5 and 6 have been given in the respective explanatory statement.
2. For holding general meetings through VC/OAVM, the Ministry of Corporate Affairs (“**MCA**”) vide General Circular No. 09/2024 dated 19 September 2024, read with previous circulars issued by MCA in this regard (collectively referred to as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by the Securities and Exchange Board of India (“**SEBI**”) read together with other circulars issued by SEBI in this regard (**collectively referred to as “SEBI Circulars”**), the Companies are allowed to hold Annual General Meeting (“**AGM**”) through VC or OAVM, without the physical presence of Members at a common venue till 30 September 2025. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (**the “Act”**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the AGM of the Company is being held through Video Conferencing/Other Audio-Visual Means (**VC/OAVM**).
3. In accordance with the Secretarial Standard - 2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Clarification/Guidance on applicability of Secretarial Standards -1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. ***A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/ herself. Such proxy/ proxies need not be a member of the company. Since the ensuing AGM is being held through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form, route map and the attendance slip are not annexed to this notice.***
5. A statement providing additional details of the Directors seeking appointment/ re-appointment as set out in Item No. 5 to 6 of this Notice is annexed herewith as required under Regulation 36(3) of Listing Regulations as amended from time to time and Secretarial Standard–2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (“**ICSI**”).
6. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency for providing e-voting facility (remote e-voting and e-voting during AGM) to the shareholders of the Company in order to cast their votes electronically in terms of the aforesaid MCA Circulars.
7. Institutional/ Corporate Members intending to participate through their authorized representative(s) are requested to send a scanned copy (JPEG/ PDF format) of their Board resolution/ authority letter/ power of attorney, etc. authorizing their representative(s) to participate in the AGM (through VC/ OAVM) and to vote on their behalf through remote e-voting or e-voting during the AGM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through his registered email address to csumitbajaj@gmail.com with a copy marked to e-voting@nsdl.com. The **cutoff date** to decide the eligibility of members to attend and vote at AGM is **Monday, 8th September, 2025**.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 9th September, 2025 to Monday, 15th September, 2025** for the purpose of Annual General Meeting.

9. In compliance with the Circulars, the Notice along with the Annual Report 2024-25 ("**Annual Report**") is being sent only by electronic mode to those Members whose email address are registered with the Company/ RTA/Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website at www.kairosoft.ai and on website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. However, a member is also entitled for getting the hard copy of the Notice along with the Annual Report upon making a request via. email to cs@volkai.io or infopptinvestment@gmail.com.
10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs. The registered e-mail address will be used for sending future communications.
11. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/list of beneficiaries received from the Depositories **as on Friday, 15th August, 2025**.
12. Any person and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is sent and holding shares as of the **cut-off date i.e. Monday, 8th September, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if those shareholders are already registered with NSDL for remote e-Voting, then they can use their existing user ID and password for casting vote. In case of individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the **cut-off date i.e. Monday, 8th September, 2025** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"
13. Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the Members are requested to write an email to skyline at mail to: admin@skylinerta.com.
14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM and the shareholders who are not able to caste their vote may cast at the Annual General Meeting through evoting facility provided for 15 minutes after conclusion of the Meeting.
15. The attendance of members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which Directors are interested maintained under companies Act, 2013 will be available for inspection by the Members electronically during the 43rd AGM. Members seeking to inspect such documents can send an email to cs@volkai.io or infopptinvestment@gmail.com.
17. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Pvt Ltd ("**the RTA**") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.

18. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Skyline Financial Services Pvt Ltd (RTA of the Company).
19. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. Members seeking any information with regard to the accounts, are requested to write to the Company at email id: cs@volkai.io at an early date, so as to enable the Management to keep the information ready at the AGM.
22. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
24. As mandated by the Securities and Exchange Board of India (“SEBI”), securities of the Company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization.
25. SEBI has vide Circular No . SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (“SEBI Circulars”) mandated furnishing of Permanent Account Number (“PAN”), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by Skyline Financial Services Pvt Ltd only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by Skyline Financial Services Pvt Ltd in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by Skyline Financial Services Pvt Ltd /Company to the administering authority under the Benam Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address and opt-in/ opt-out of nomination through the link: <https://eservices.nsdl.com/instademmat-kyc-nomination/#/login>

For shares held in physical form by submitting to Skyline Financial Services Pvt Ltd the forms given below along with requisite supporting documents:

S.No.	Particulars	Forms
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /update thereof	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Skyline Financial Services Pvt Ltd as per the requirement of the aforesaid circular.

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

26. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and MCA Circulars issued in this regard, and Regulation 44 of Listing Regulations read with SEBI Circulars issued in this regard, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means.
27. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**"). Further, the facility for voting through electronic voting system will also be made available at the AGM and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.
28. **Mr. Sumit Bajaj**, Practicing Company Secretary (FCS No. 45042, CP No.23948) has been appointed as the **Scrutiniser** by the Board of Directors of the Company at its Meeting held on Wednesday, 20th August, 2025 for conducting the e-voting process including remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
29. The remote e-voting period begins on **Friday, 12th September, 2025, at 09:00 A.M.** and ends on **Sunday, 14th September, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut- off date**) i.e. Monday, 8th September, 2025, may cast their vote electronically. A member can opt for only single mode of voting, i.e. through remote e-voting or e-voting during the Meeting.
30. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again;

31. The Members may please note that the remote e-voting shall not be allowed beyond the abovementioned date and time;
32. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become Member of the Company after the Notice is sent through e-mail and holding shares as of the **cut-off date i.e. Monday, 8th September, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you could reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com. In case of the individual shareholders holding shares in demat mode, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the **cut-off date i.e. Monday, 8th September, 2025**, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”;
33. A person who is not a member as on the cutoff date should treat this Notice for information purpose only;
34. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote during the Meeting;
35. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. Monday, 8th September, 2025**;
36. The e-voting facility at the Meeting shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting;
37. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password;
38. To attend to any queries, you may refer the Frequently Asked Questions (“FAQs”) and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, at the designated e-mail ID - evoting@nsdl.com at National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra, India, who will also address the grievances connected with the voting by electronic means;
39. The details of the process and manner for remote e-voting are explained below:

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to **Step 2 i.e. Cast your vote electronically.**

4. Your User ID details are given below :

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

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

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

6. **If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:**
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting ?

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

General Guidelines for shareholders

1. Institutional/ Corporate Members intending to participate through their authorised representative(s) are requested to send a scanned copy (JPEG/ PDF format) of their Board resolution/ authority letter/ power of attorney, etc. authorizing their representative(s) to participate in the AGM (through VC/ OAVM) and to vote on their behalf through remote e-voting or e-voting during the AGM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through his registered email address to csumitbajaj@gmail.com with a copy marked to e-voting@nsdl.com and cs@volkai.io. The cutoff date to decide the eligibility of members to attend and vote at AGM is Monday, 8th September, 2025.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager- NSDL at evoting@nsdl.com.

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) by email to cs@volkai.io or infopptinvestment@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to cs@volkai.io or infopptinvestment@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated 09 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

INSTRUCTIONS FOR E-VOTING DURING THE AGM

5. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
6. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
7. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
8. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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

Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. The Members who have any questions on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Sunday, 07 September 2025 (5:00 p.m. IST) through their registered e-mail ID address at cs@volkai.io or infopptinvestment@gmail.com by mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number.
6. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number at cs@volkai.io or infopptinvestment@gmail.com on or before Sunday, 07 September 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good & stable internet speed.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

E-VOTING RESULTS

1. The Scrutiniser will, after conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting through e-voting and remote e-voting and make a consolidated Scrutiniser's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutiniser will also be placed on the website of the Company at www.kairosoft.ai and the website of skyline at www.skylinerta.com and NSDL at www.evoting.nsdl.com. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com.
2. Subject to receipt of requisite number of votes in favour, the resolutions proposed in the Notice shall be deemed to be passed on the date of AGM i.e. Monday, 15th September, 2025.

Registered Office: DPT612, F-79& 80, DLF Prime Towers,
Okhla Industrial Estate, South Delhi, Delhi, India, 110020
CIN: L22209DL1982PLC256291
Email ID: infopptinvestment@gmail.com

Place: Delhi
Date: 20.08.2025

By order of the Board
For Kairosoft AI Solutions Limited
(Pankaj Piyush Trade and Investment Limited)

Sd/-
Naina Soni
Company Secretary and Compliance Officer
Mem No. A76572

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

ITEM NO. 5:

Pursuant to the provision of Section 149 and 152 of the Act, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board at its meeting held on 05th August, 2025 has changed the designation of Mr. Deva Ram (DIN- 09003288) from the category of Non-Executive Non-Independent Director to Executive Director of the Company with effect from 05th August, 2025 and is eligible to be appointed as an Executive Director of the Company and whose office shall be liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and Listing Regulations 2015.

In relation to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015"), the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for the change in Designation of Mr. Deva Ram (DIN- 09003288) as an Executive Director of the Company whose office shall be liable to retire by rotation.

Mr. Deva Ram (DIN- 09003288) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Executive Director.

Brief Profile of Mr. Deva Ram

Mr. Deva Ram is having a rich experience in the legal Sector, Secretarial and Compliance departments. He has been instrumental in managing corporate governance, ensuring compliance with regulatory requirements, and supporting the company's secretarial functions.

In the opinion of the Board, Mr. Deva Ram fulfils the conditions under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Nomination and Remuneration Committee ("NRC") and Board are of the view that Mr. Deva Ram possesses requisite skills, background and experience and the same are in line with the role and capabilities identified by the NRC. The Board was satisfied that the appointment of Mr. Deva Ram if made will be in the best interest of the Company.

As required under Regulation 36(3) of the SEBI Listing Regulations 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, other requisite information is annexed hereto and forms part of this Notice and marked as **Annexure-A**.

The Board in its meeting held on 05th August, 2025 has also considered and approved the remuneration to be paid to Mr. Deva Ram amounting to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) p.a. The approval of shareholders is sought for a term of three years under Schedule V of Companies Act, 2013.

In addition to the above explanation, following information is also provided as per Schedule V of the Act.

General Information:

1. Nature of Industry and date of commencement of commercial operations: Kairosoft AI Solutions Limited is a leading technology company specializing in advanced AI driven solutions which commenced its commercial operations w.e.f. 29th May, 1982.

2. The Financial Performance of the Company is based on given indicators:

Particulars	FY2024-25 (in 000's)	FY2023-24 (in 000's)	FY2022-23 (in 000's)
Revenue from operations	17,718.25	18,011.18	37,458.96
Profit/loss for the year	(23926.35)	(45449.78)	(526.78)
Earnings per share (in Rs)	(20.23)	(113.62)	(1.32)

3. Foreign Investment or collaborations: The Company does not have any foreign investments or collaborations.

Information about Mr. Deva Ram (Appointee)

Background Details and including the Proposed Remuneration:

- Mr. Deva Ram is having a rich experience in the legal Sector, Secretarial and Compliance departments. He has been instrumental in managing corporate governance, ensuring compliance with regulatory requirements, and supporting the company's secretarial functions.
- The Overall Remuneration, together with perquisites, allowance, benefits and amenities payable to Mr. Deva Ram, in any financial year shall not exceed INR 12,00,000 (Rs. Twelve Lakhs Only) per annum in accordance with the limits prescribed from time to time under Section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force).
- The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
- The Company has earned inadequate profits in the immediately preceding financial year. However, considering the size of the Company, the industry trend, the profile and the experience of Mr. Deva Ram the proposed remuneration is commensurate in the opinion of the Board in terms of Schedule V to the Act. The Board is looking at various options to increase the Company's future revenues.

Past Remuneration: Not Applicable

Recognition or awards: Not Applicable

Job Profile and his suitability: In the opinion of the Board, he is competent to carry on the responsibilities entrusted to him. Taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Deva Ram and the responsibility shouldered by him, the proposed remuneration as Director of the Company, as stated above, is fair and reasonable in the opinion of the Board.

Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Deva Ram is commensurate with the remuneration packages paid to similar senior level appointees in other Companies.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Except remuneration as mentioned above, Mr. Deva Ram does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company except that he holds insignificant shares of the Company.

Other information: Reason for loss or inadequate profits, steps proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.

1. The Company has incurred losses in the immediately preceding financial year. Now, the Board is looking at various options to increase the Company's future revenues.
2. The Company is expecting 100% increase in productivity and profits in the near future.

The Board recommends the **Special Resolution** as set out in Item No. 5 for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Deva Ram and his relatives, is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 5.

ITEM NO. 6:

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee, in its Meeting held on 05th August, 2025 has appointed Mr. Santosh Kumar Kushawaha (DIN: 02994228) as an Additional Director in the category of Non-Executive Non Independent Director on the Board with effect from 05th August, 2025 till the conclusion of the ensuing Annual General Meeting of the company.

Further, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015), a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Santosh Kumar Kushawaha is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Brief Profile of Mr. Santosh Kumar Kushawaha

Mr. Santosh Kumar Kushawaha is a veteran in the secretarial stream and brings vast knowledge and expertise in financial analysis, capital markets, corporate taxation, mergers, and acquisitions. He is a keen strategist with considerable experience in participation in Company-wide initiatives for developing and implementing improved business models and profitable market-beating growth strategies. He has been instrumental in driving many automation and digitization projects critical for the Company.

The additional details of Mr Santosh Kumar Kushawaha as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure A forming part of this Notice.

The Board recommends the **Ordinary Resolution** as set out in Item No. 6 for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Santosh Kumar Kushawaha and his relatives, is concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

ITEM NO. 7:

The members of the Company may recall that the appointment of Mr. Sagar Khurana as the Managing Director of the Company was approved through Postal Ballot dated 13th June, 2024, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Upon a subsequent internal compliance review, it was observed that an inadvertent error occurred in the Notice of Postal Ballot dated 13th June, 2025 wherein Mr. Sagar Khurana's appointment as Managing Director was incorrectly stated as **"liable to retire by rotation"** instead of **"not liable to retire by rotation."**

In accordance with Section 152(6) and 196(3) of the Companies Act, 2013, a Managing Director shall not be liable to retire by rotation, unless the Articles of Association or resolution state otherwise. To ensure procedural clarity and full legal compliance, it is now proposed to ratify and align the appointment terms by explicitly confirming that Mr. Sagar Khurana shall not be liable to retire by rotation, with effect from 13th June, 2024, being the effective date of his appointment as Managing Director.

The proposed resolution also seeks to ratify and confirm all acts and decisions taken by Mr. Sagar Khurana in his capacity as Managing Director from the effective date of appointment, in order to eliminate any ambiguity and reinforce the validity of his actions in the interest of good corporate governance.

This ratification does not alter the remuneration, responsibilities, or terms of his appointment as approved earlier, but is only to bring legal precision to the nature of his appointment with respect to rotational retirement.

The Board recommends the **Special Resolution** as set out in Item No. 7 for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Sagar Khurana and his relatives, is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 7

ITEM NO. 8:

Pursuant to provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Regulations), 2015 and other applicable provisions of the Companies Act, 2013, if any ("**the Act**"), the Audit Committee and the Board of Directors at their respective meetings held on Tuesday, 5th August, 2025 have approved the appointment of M/s Sumit Bajaj & Associates ("**the firm**") a peer reviewed firm of Practicing Company Secretaries, as Secretarial Auditors of the Company for the a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

M/s Sumit Bajaj & Associates, a professional firm of Company Secretaries. The consultant offers a wide spectrum of services covering management consultancy, corporate finance, legal, secretarial and other corporate & strategy advisory services. The Firm specializes in Corporate Consultancy in the areas of Legal Compliances, Board Management, Secretarial Audits, Corporate Governance Audit, Security Management Audit, Public issue of Securities, Legal Due Diligence, Mergers, Acquisitions, Takeovers, Joint ventures and Collaborations.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

Terms and conditions of appointment & remuneration:

- a) **Term of appointment:** 5(Five) consecutive years commencing from April 1, 2025 up to March 31, 2030.
- b) **Proposed Fees:** Rs. 1,00,000/- (Rupees one Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026 and March 31, 2027. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors. Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.

c) **Basis of recommendations:**

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Board recommends the **Ordinary Resolution** as set out in Item No. 8 for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No.8.

ITEM NO. 9:

Approval of Material Related Party Transactions

Pursuant to the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), any transaction(s) entered into with a related party(s), individually or taken together with previous transactions during a financial year, exceeding the prescribed materiality thresholds shall require prior approval of the shareholders by way of an Ordinary Resolution. In terms of Regulation 23(1) read with Regulation 2(1)(zc) of the Listing Regulations, a "material related party transaction" is defined as one which individually or taken together with previous transactions during a financial year exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company, whichever is lower, as per the last audited financial statements of the Company. Since the Company currently does not have turnover or has a very limited turnover as per the last audited consolidated financials, any transaction entered into with related parties during FY 2025–26 could be construed as material, and would thus require prior shareholders' approval.

Accordingly, the Board of Directors, based on the approval and recommendation of the Audit Committee, seeks shareholders' consent to authorize the Company to enter into material related party transaction(s) / arrangement(s) / agreement(s) with related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, whether currently identified or to be identified during FY 2025–26, up to an aggregate value not exceeding ₹50 crores (Rupees Fifty Crores only) for the financial year 2025–26.

The transactions proposed will be carried out in the ordinary course of business and on an arm's length basis, or as otherwise permitted under applicable law, and are necessary for efficient business operations of the Company including inter-company support services, IT services, business process services, software support, consulting, and other business arrangements.

All such transactions are reviewed and approved by the Audit Committee in accordance with the Company's Policy on Related Party Transactions. The Board is also empowered to delegate authority to officers of the Company to finalize and execute necessary documents in this regard.

This approval shall remain valid up to the date of the next Annual General Meeting of the Company to be held in the year 2026.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/ PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are being enclosed herewith as **Annexure - B**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Santosh Kumar Kushawaha and his relatives, is concerned or interested, financially or otherwise, in the resolution set out in Item No. 9. The Board recommends the said resolution for the approval of Members as an **Ordinary Resolution**

Registered Office: DPT612, F-79& 80, DLF Prime Towers,
Okhla Industrial Estate, South Delhi, Delhi, India, 110020
CIN: L22209DL1982PLC256291

Email ID: infopptinvestment@gmail.com

Place: Delhi

Date: 20.08.2025

For Kairosoft AI Solutions Limited
(Pankaj Piyush Trade and Investment Limited)

Sd/-

Naina Soni

Company Secretary and Compliance Officer

Mem No. A76572

ANNEXURE A
THE DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT (IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of the Director	Mr. Deva Ram	Mr. Santosh Kumar Kushawaha
DIN	09003288	02994228
Date of Birth	01/07/1997	02/03/1987
Age	28 Years	38 Years
Date of appointment	5th August, 2025	5th August, 2025
Relationship with Directors and Key Managerial Personnel	No inter-se relationship between the directors	No inter-se relationship between the directors
Expertise in specific functional area	Mr. Deva Ram has an experience in the field of legal Sector, Secretarial and Compliance departments. He has been instrumental in managing corporate governance, ensuring compliance with regulatory requirements, and supporting the Company's secretarial functions.	He has more than a decade of experience in business development, financing deals, and corporate management. He also possesses strong leadership skills that contribute to the company's growth.
Qualification	Graduated	Graduated
Terms and conditions for appointment/ reappointment	On such terms & conditions as mutually agreed by the Board	On such terms & conditions as mutually agreed by the Board
Remuneration last drawn	NIL	NIL
Remuneration sought to be paid	Rs 12,00,000/- p.a	NIL
Date of the first appointment on the Board	28th October, 2024	5th August, 2025
Number of meetings of the Board attended during the financial year 2024-25	6	6
Board Membership of other listed Companies as on March 31, 2025	NIL	1
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2025	NIL	He is a member of Stakeholder's Relationship Committee and Right Issue Committee of AF Enterprises Limited
Number of equity shares held in the Company as at March 31, 2025	10044	37673

ANNEXURE B

THE DETAILS OF TRANSACTIONS AS REQUIRED UNDER REGULATION 23(4) OF THE LISTING REGULATIONS READ WITH SECTION III-B OF THE SEBI MASTER CIRCULAR BEARING REFERENCE NO. SEBI/HO/ CFD/ POD2/CIR/P/0155 DATED NOVEMBER 11, 2024.

Sl. No.	Description	Particulars
1	Name of the related party	Hrihana Homes Private Limited
2	Nature of relationship (including nature of interest, financial or otherwise)	Mr. Santosh Kumar Kushawaha, Director of the Company is also a Director of Hrihana Homes Pvt Ltd
3	Type of the proposed transaction	Loans & Advances
4	Nature, duration, material terms, monetary value, and particulars of contract/arrangement	Transactions are in the ordinary course of business, at industry comparable terms. Value: Not exceeding ₹ 50 crores
5	Particulars of the proposed transaction	As provided under Sr. No. 8 above
6	Tenure of the proposed transaction	For FY 2025-2026
7	Value of the proposed transaction	Not exceeding ₹50 crores
8	% of the Company's annual consolidated turnover represented by the transaction	-
9	Justification of the proposed transaction	-
10	Details of valuation/external party report (if any)	Transactions are at arm's length; transfer pricing methods (market price or cost-plus markup) applied. Reimbursements are based on actual costs incurred.
11	Name of Director/KMP who is related	Mr. Santosh Kumar Kushawaha
12A	Source of funds	Not Applicable
12B	Financial indebtedness incurred to fund the transaction (if any)	Not Applicable
12C	Terms of loan/deposit/advance (if applicable)	The Company may receive unsecured, interest-free mobilization advances, to be adjusted against milestone-linked billing.
13	Purpose of fund utilization by ultimate beneficiary	-
14	Any other relevant information	All relevant disclosures form part of the Statement under Section 102(1) of the Companies Act, 2013, accompanying this Notice.