



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON MONDAY, 01ST DAY OF JUNE 2026, AT 06:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.20, S.NO.90/2, DHAIRKAR WASTI, MUNDHWA, PUNE, MAHARASHTRA, INDIA, 411036

ITEM: APPOINTMENT OF MR. SAGAR LALIT SANGHVI (DIN: 03064545) AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY AND APPROVAL OF HIS TERMS OF APPOINTMENT INCLUDING REMUNERATION:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) and subject to approval of members of the company, consent of the Board of Directors of the Company be and is hereby accorded to appoint Mr. Sagar Lalit Sanghvi (DIN: 03064545) as Managing Director & Chairman of the Company, for a period of 5 (Five) years with effect from June 01st, 2026 not liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sagar Lalit Sanghvi subject to the same not exceeding the limits specified by the shareholders' approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from today i.e. from June 01st, 2026 to May 31st, 2031.

2) Nature of duties:

(a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

(b) The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3) Remuneration: Subject to the shareholders' approval passed through special resolution in the ensuing general meeting, the Basic Gross Salary of Mr. Sagar Lalit Sanghvi (DIN: 03064545) shall be not exceeding Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances) with an annual increment of up to 75% on a year-on-year basis thereafter. Based on the projected net profits of the Company, it is anticipated that the said remuneration may exceed the aforesaid limit of one per cent of the net profits of the Company. Further, the Mr. Sagar Lalit Sanghvi shall be entitled to reimbursement of expenses incurred for the business of the Company, as may be approved by the Board of Directors from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Whole-Time Directors of the Company taken together.

Provided that, in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)
CIN U74900PN2014PLC153530

Registered office Address: Plot No.20, S.No.90/2, Dhayarkar Wasti, Mundhwa, Pune, Maharashtra, India, 411036
Tel: +91 8956492530 Email: accounts@robokidz.co.in Website: www.robokidz.co.in



Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

- (a) The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (b) The Managing Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Managing Director shall cease.
- (c) This appointment may be terminated by three Months' notice on either side or the Company paying three Months remuneration in lieu of such notice.
- (d) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;
 - if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
 - In the event the Board expresses its loss of confidence in the Managing Director.
 - In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Managing Director's employment;
1. The Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Managing Director is at the material time a Director or other officer;
2. The Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
3. The Managing Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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FOR ROBOKIDZ EDUVENTURES LIMITED
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ASIF ABDUL JAMADAR
DIRECTOR
DIN: 11366579

Date: 01st June, 2026
Place: Pune

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ITEM: APPOINTMENT OF MR. ASIF ABDUL JAMADAR (DIN: 11366579) AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF HIS TERMS OF APPOINTMENT INCLUDING REMUNERATION:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) and subject to approval of members of the company, consent of the Board of Directors of the Company be and is hereby accorded to appoint Mr. Asif Abdul Jamadar (DIN: 11366579) as Whole-time Director of the Company, for a period of 5 (Five) years with effect from June 01st, 2026 liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Asif Abdul Jamadar subject to the same not exceeding the limits specified by the shareholders' approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from today i.e. from June 01st, 2026 to May 31st, 2031.

2) Nature of duties:

(a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in his as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

(b) The Whole-time Director undertakes to employ the best of his skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

3) Remuneration: Subject to the shareholders' approval passed through special resolution in the ensuing general meeting, the Basic Gross Salary of Mr. Asif Abdul Jamadar (DIN: 11366579) shall be not exceeding Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances) with an annual increment of up to 50% on a year-on-year basis thereafter. Based on the projected net profits of the Company, it is anticipated that the said remuneration may exceed the aforesaid limit of one per cent of the net profits of the Company. Further, the Mr. Asif Abdul Jamadar shall be entitled to reimbursement of expenses incurred for the business of the Company, as may be approved by the Board of Directors from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Whole-Time Directors of the Company taken together.

Provided that, in the event of absence or inadequacy of profit, the Whole-Time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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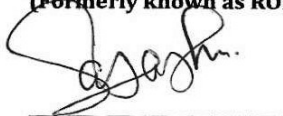
Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

- (a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (b) The Whole-Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-Time Director shall cease.
- (c) This appointment may be terminated by three Months' notice on either side or the Company paying three Months' remuneration in lieu of such notice.
- (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;
 - if the Whole-Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations to be executed between the Company and the Whole-Time Director; or
 - In the event the Board expresses its loss of confidence in the Whole-Time Director.
 - In the event the Whole-Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Whole-Time Director's employment;
1. The Whole-Time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-Time Director is at the material time a Director or other officer;
2. The Whole-Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
3. The Whole-Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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FOR ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)



SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545

Date: 01st June, 2026
Place: Pune

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ITEM: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the terms of the Investment Agreement dated April 07, 2026 entered into by the Company in relation to the issuance of Optionally Convertible Debentures (OCDs), and subject to the approval of the shareholders of the Company at a General Meeting and such other approvals as may be required, the draft of the new set of Articles of Association of the Company, incorporating the rights, privileges, obligations and protections of the OCD holders/investors as set out in the Investment Agreement, provisions relating to the Employees' Stock Option Plan (ESOP), and provisions relating to further issue of shares, as placed before the meeting, be and is hereby approved and adopted in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to submit the necessary application(s), forms and returns with the Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company ("the Board") be and is hereby authorized to take such steps and to make such changes as may be necessary for obtaining approvals, statutory, contractual or otherwise, including giving effect to the terms of the Investment Agreement, and to settle all matters arising out of and incidental thereto and to execute all 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 and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution.

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**FOR ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)**

**SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545**

**Date: 01st June, 2026
Place: Pune**

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ITEM: APPOINTMENT OF MR. GULZAR PRADHAN (DIN: 11636449) AS ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 readwith Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of Board of Directors be and is hereby accorded to appoint Mr. Gulzar Pradhan (DIN: 11636449), as an Additional Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 01st June, 2026, subject to the approval of the shareholders of the Company in a general meeting and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gulzar Pradhan (DIN: 11636449) shall be entitled to receive sitting fees upto Rs. 10,000/- (Rupees Ten Thousand only) for attending each meeting of the Board and committees of the Board.

RESOLVED FURTHER THAT, the Board does note the consent letter in Form DIR-2 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Mr. Gulzar Pradhan (DIN: 11636449) providing the consent to act as an independent director of the Company.

RESOLVED FURTHER THAT, the Board does note the declaration in Form No. DIR-8 confirming that Mr. Gulzar Pradhan (DIN: 11636449) is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

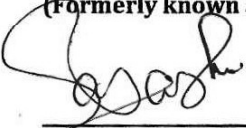
RESOLVED FURTHER THAT, the Board does note declaration confirming that Mr. Gulzar Pradhan (DIN: 11636449) meets the criteria for independence as provided in Section 149(6) of the Companies Act.

RESOLVED FURTHER THAT the Board does note the disclosure of interest under Section 184 in the Form MBP-1 from Mr. Gulzar Pradhan (DIN: 11636449).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

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**FOR ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)**


**SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545**

**Date: 01st June, 2026
Place: Pune**

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CIN U74900PN2014PLC153530**

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ITEM: APPOINTMENT OF MS. AISHWARYA VINODKUMAR KOTHARI (DIN: 11749286) AS ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 readwith Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of Board of Directors be and is hereby accorded to appoint Ms. Aishwarya Vinodkumar Kothari (DIN: 11749286), as an Additional Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 01st June, 2026, subject to the approval of the shareholders of the Company in a general meeting and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Aishwarya Vinodkumar Kothari (DIN: 11749286) shall be entitled to receive sitting fees upto Rs. 10,000/- (Rupees Ten Thousand only) for attending each meeting of the Board and committees of the Board.

RESOLVED FURTHER THAT, the Board does note the consent letter in Form DIR-2 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Ms. Aishwarya Vinodkumar Kothari (DIN: 11749286) providing the consent to act as an independent director of the Company.

RESOLVED FURTHER THAT, the Board does note the declaration in Form No. DIR-8 confirming that Ms. Aishwarya Vinodkumar Kothari (DIN: 11749286) is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

RESOLVED FURTHER THAT, the Board does note declaration confirming that Ms. Aishwarya Vinodkumar Kothari (DIN: 11749286) meets the criteria for independence as provided in Section 149(6) of the Companies Act.

RESOLVED FURTHER THAT the Board does note the disclosure of interest under Section 184 in the Form MBP-1 Ms. Aishwarya Vinodkumar Kothari (DIN: 11749286).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

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**FOR ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)**

**SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545**

Date: 01st June, 2026

Place: Pune

**ROBOKIDZ EDUVENTURES LIMITED
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ITEM: TO APPOINT OF MR. BALAJI CHANDRAKANT NAIKNAWARE (PAN: ALIPN1291M) AS CHIEF FINANCIAL OFFICER OF THE COMPANY:

RESOLVED THAT pursuant to Section 2(19) & Section 203 read with rule made there under and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Balaji Chandrakant Naiknaware, be and is hereby appointed as Chief Financial Officer of the company w.e.f. today itself to perform the duties assigned by the Board of Directors from time to time.;

RESOLVED FURTHER THAT the remuneration payable to Mr. Balaji Chandrakant Naiknaware as Chief Financial Officer of the company may be revised from time to time by the board of directors of the company;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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**FOR ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)**

**SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545**

**Date: 01st June, 2026
Place: Pune**

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ITEM: TO APPOINT OF MRS. ISHA SHASHIKANT KULKARNI (PAN: ASPPB4404I) AS COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY:

RESOLVED THAT pursuant to Section 2(24) & Section 203 read with rule made there under and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 6 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Isha Shashikant Kulkarni an Associate Member of the Institute of Company Secretaries of India vide Membership Number (ACS: A34065), who possess the requisite qualification as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules, 1988, be and is hereby appointed as Company Secretary and Compliance Officer w.e.f. today itself to perform the duties of a Secretary as required under the Companies Act, 2013 and any other duties assigned by the Board of Directors from time to time.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Isha Shashikant Kulkarni may be revised from time to time by the board of directors of the company.

RESOLVED FURTHER THAT any director of the company is and is hereby authorized to do all the acts, deeds, and things which are necessary to the appointment of an aforesaid person as company secretary of the Company."

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**FOR ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)**

**SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545**

**Date: 01st June, 2026
Place: Pune**

**ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)
CIN U74900PN2014PLC153530**

Registered office Address: Plot No.20, S.No.90/2, Dhayarkar Wasti, Mundhwa, Pune, Maharashtra, India, 411036
Tel: +91 8956492530 **Email:** accounts@robokidz.co.in **Website:** www.robokidz.co.in



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON MONDAY, 01ST DAY OF JUNE 2026, AT 06:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.20, S.NO.90/2, DHAIRKAR WASTI, MUNDHWA, PUNE, MAHARASHTRA, INDIA, 411036

ITEM: TO APPROVE AND ADOPT EMPLOYEE STOCK OPTION SCHEME CALLED "ROBOKIDZ EDUVENTURES EMPLOYEES STOCK OPTION SCHEME 2026":

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company, and subject to the approval of the Members of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Board of Directors of the Company be and is hereby accorded to approve and adopt the Employee Stock Option Scheme titled '**ROBOKIDZ EDUVENTURES EMPLOYEES STOCK OPTION SCHEME 2026**' (hereinafter referred to as "ESOP ROBOKIDZ 2026"), the draft of which was placed before the meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT subject to the approval of the Members of the Company, the Company be and is hereby authorised to create, offer and grant, in one or more tranches, not exceeding 7,00,000 (Seven Lakhs) Employee Stock Options convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each upon due exercise of the options granted in accordance with ESOP ROBOKIDZ 2026, to such eligible employees and directors of the Company, at such exercise price and on such terms and conditions as may be determined by the board of directors in accordance with the provisions of the ESOP ROBOKIDZ 2026.

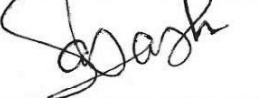
RESOLVED FURTHER THAT the Equity Shares to be allotted upon exercise of the stock options under the ESOP ROBOKIDZ 2026 shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus issue, rights issue and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the employee stock options granted including issue of any additional equity shares by the Company to the employee stock option grantees and the ceiling of 7,00,000 (Seven Lakhs) of options / equity shares shall be deemed to increase to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of options available for being granted under the ESOP ROBOKIDZ 2026, shall stand modified accordingly, so as to ensure that the cumulative paid up value of the total equity shares arising out of exercise of options that can be issued remains unchanged, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT Mr. Sagar Lalit Sanghvi and Mr. Asif Abdul Jamadar, Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and on behalf of the Company, to settle any question, difficulty or doubt that may arise in regard to such issue or offer, allocation, allotment and to make any consequential modifications, changes, variations, alterations or revisions in ESOP ROBOKIDZ 2026 in conformity with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association of the Company and other applicable laws and do all such acts, deeds, things as may be necessary or desirable in connection with or incidental to giving effect to these resolutions."

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FOR ROBOKIDZ EDUVENTURES LIMITED
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**SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545**

**Date: 01st June, 2026
Place: Pune**

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ITEM: TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY:

The Chairman informed the Board that the subject to approval of members of the company and the terms of Articles of Association of the Company and the listing agreement to be entered into with the Stock Exchange where the equity shares and/or other securities of the Company are proposed to be listed, the Board of Directors shall be authorised to issue, offer and allot equity shares of face value of Rs. 10/- ("Equity Shares"), each and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto ("ICDR Regulations"), upto 30,50,000 (Thirty Lakhs Fifty Thousand Only) Equity Shares including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the ICDR Regulations and the following resolution was passed unanimously:

"RESOLVED THAT pursuant to Section 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME/Startups platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI") Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities granting such and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted/to be constituted for the said purpose), and subject to the approval of members of the company in general meeting, consent of Board of the Directors of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- ("Equity Shares") each and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto ("ICDR Regulations"), upto 30,50,000 (Thirty Lakhs Fifty Thousand Only) Equity Shares including Employee Reservation Portion and the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration as may be resolved by members.

RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner, if any, and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalise and execute any document or agreement and any amendments or supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/Investment Institutions/Foreign Institutional Investors/Bodies Corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Maker(s), Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Book Running Lead Manager/Lead Manager for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the Concerned authorities, and do all such acts,

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deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).

RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorised to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposed and terms of the Issue/Offer, including the price of the Equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.

RESOLVED FURTHER THAT

- i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- ii. Details of all monies utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;
- iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT the Board and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board may be authorized subject to the approval of members of the Company to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the members of the Company.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company, wherever required."

//Certified True Copy//

FOR ROBOKIDZ EDUVENTURES LIMITED
(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545

Date: 01st June, 2026
Place: Pune

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ITEM: TO APPOINT BOOK RUNNING LEAD MANAGER/LEAD MANAGER FOR INITIAL PUBLIC OFFER OF THE COMPANY:

The Chairman informed the Board that the Company has to appoint Merchant Banker/Book Running Lead Manager/Lead Manager and appoint other Intermediaries in consultation with the Merchant Banker/Book Running Lead Manager/Lead Manager, to carry out the obligations relating to the proposed Initial Public Offering. Further, the Company has to appoint only those intermediaries which are registered with the SEBI.

The Chairman placed before the Board the draft of Mandate Letter for the forthcoming Initial Public Offering ("IPO") to be entered into with GYR Capital Advisors Private Limited ("GYR"), having its Registered Office at 428, 4th Floor, Gala Empire, Near J B Tower, Drive in Road, Thaltej, Ahmedabad, Gujarat - 380054 in connection with the said Initial Public Offering.

"RESOLVED THAT GYR Capital Advisors Private Limited, a SEBI Registered Category-I Merchant Banker be and is hereby appointed as the Merchant Banker/Book Running Lead Manager/Lead Manager to the proposed IPO of Equity Shares of face value of Rs. 10/- each of the Company for cash at a premium in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Issue"), on the terms and conditions set out in the draft mandate letter placed before the meeting and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to negotiate the terms of their appointment including their fees and also to appoint such other intermediaries in consultation with Merchant Banker/Book Running Lead Manager/Lead Manager as may deem necessary to appoint in this regards and to sign and execute any documents, deeds, agreements or Memorandum of Understanding or any other documents relating to the appointment of such Merchant Banker/Book Running Lead Manager/Lead Manager to the Issue and other intermediaries.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company, wherever required."

//Certified True Copy//

**FOR ROBOKIDZ EDUVENTURES LIMITED
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**SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545**

**Date: 01st June, 2026
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ITEM: TO APPOINT REGISTRAR TO THE ISSUE FOR INITIAL PUBLIC OFFER OF THE COMPANY:

The Chairman apprised the board about the requirement to appoint Registrar to the Issue ("RTA") for the upcoming Initial Public Offer. The Chairman further informed the Board that the Company in consultation with Lead Manager have finalised Maashitla Securities Private Limited as RTA. After necessary discussion, Board decided to appoint Maashitla Securities Private Limited by passing the following resolution unanimously:

"RESOLVED THAT Maashitla Securities Private Limited, which is duly registered Registrar & Share Transfer Agent (RTA) with the Securities and Exchange Board of India (SEBI) under SEBI (Registrar to an issue and Share Transfer Agents) Regulations 1993 (Registration No. INR000004370) be and is hereby appointed as Registrar to the proposed IPO of Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall approach Registrar to the Issue to give consent in writing conveying their approval for inclusion of their names in the Draft Red Herring/Red Herring Prospectus/Draft Prospectus / Prospectus (collectively to be referred as "Offer document") of the proposed public issue.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to sign and execute the Registrar to an issue Agreement of the Company with the Registrar to the Issue prior to filing of Offer document with the appropriate regulatory authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or company secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company, wherever required."

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**FOR ROBOKIDZ EDUVENTURES LIMITED
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**SAGAR LALIT SANGHVI
DIRECTOR
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**Date: 01st June, 2026
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ITEM: TO APPOINT LEGAL ADVISOR TO THE ISSUE FOR INITIAL PUBLIC OFFER OF THE COMPANY:

The Chairman apprised the Board about the requirement of appointing Legal Advisor for the upcoming Initial Public Offer. After necessary discussion, Board decided to appoint M/s Vidhigya Associates, Advocates by passing the following resolution unanimously:

"RESOLVED THAT M/s Vidhigya Associates, Advocates, be and is hereby appointed as the Legal Advisor to the Issue with regards to the proposed public issue of equity shares of face value of Rs. 10/- each of the Company at a premium in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Issue").

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company, wherever required."

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**FOR ROBOKIDZ EDUVENTURES LIMITED
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**SAGAR LALIT SANGHVI
DIRECTOR
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**Date: 01st June, 2026
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ITEM: APPROVED THE DRAFT NOTICE FOR CONVENING THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY:

"RESOLVED THAT the approval of the Board of Directors of the Company be and is hereby accorded to convene an Extraordinary General Meeting of the Members of the Company on Wednesday, June 03, 2026, at 04:00 PM at Plot No.20, S.No.90/2, Dhairkar Wasti, Mundhwa, Pune, Maharashtra, India, 411036.

RESOLVED FURTHER THAT the draft Notice as placed before the members of the Board be and is hereby approved to issue to the Members of the Company for convening the meeting.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and issue the Notice convening the Meeting, as per the draft placed before the members of the Board and initialled by the Chairman for the purpose of identification, along with the Explanatory Statement in respect thereof and also to file the requisite forms electronically or physically with Registrar of Companies or any other regulatory or governmental authorities, if required any."

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**SAGAR LALIT SANGHVI
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