



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON WEDNESDAY, 03RD DAY OF JUNE 2026, AT 04:00 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: Special Resolution

"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), consent of the Members of the Company be and is hereby accorded to appoint Mr. Sagar Lalit Sanghvi (Din: 03064545) as Chairman and Managing Director of the Company, for a period of 5 (Five) years with effect from June 01, 2026 not liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, 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 in this 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 01, 2026 to May 31, 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 be 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:

Pursuant to schedule V to the Companies Act, 2013, Basic Gross Salary not exceeding Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakhs 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, the actual quantum of which shall be determined by the Board of Directors of the Company or Nomination and Remuneration Committee of the Company if constituted. Based on the projected net profits of the Company, it is anticipated that the said remuneration may exceed the limit of five per cent of the net profits of the Company. Further the managing director shall be entitled to reimbursement of expenses as incurred by him and decided by Board of Directors of the Company from time to time.

Provided that, the aforesaid remuneration to the Managing Director may exceed the maximum remuneration in the event of absence or inadequacy of profit, specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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

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



- (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 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 Executive 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

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

ASIF ABDUL JAMADAR
DIRECTOR
DIN: 11366579

Date: 08th June, 2026

Place: Pune

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 01: 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: Special Resolution

Mr. Sagar Lalit Sanghvi, aged 38 years, has completed his education up to the Higher Secondary level (12th Grade). He possesses over a decade of entrepreneurial and leadership experience in the fields of education and technology-enabled learning. As a Director of the Company, he is responsible for driving its overall strategic vision, business expansion, institutional collaborations, and long-term growth initiatives. Under his leadership, the Company has successfully scaled its experiential robotics and emerging technology education model across India, promoting a hands-on learning approach that integrates robotics, artificial intelligence, and other advanced technologies into classroom education. His strategic guidance has played a pivotal role in transforming student engagement with STEM education and establishing the Company's strong nationwide presence, with more than 2,500 laboratory installations across diverse geographies and educational institutions throughout the country.

Mr. Sagar Lalit Sanghvi is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Managing Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sagar Lalit Sanghvi as Chairman and Managing Director, and approval of his terms of appointment including remuneration for the approval of the shareholders of the Company by special resolution.

None of the Directors and KMP of the company is related to Mr. Sagar Lalit Sanghvi in any manner.

Nature of duties:

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 for 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.

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.

The principal terms and conditions of appointment of Mr. Sagar Lalit Sanghvi as Managing Director are as follows:

Remuneration:

Pursuant to schedule V to the Companies Act, 2013, Basic Gross Salary not exceeding Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakhs 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, the actual quantum of which shall be determined by the Board of Directors of the Company or Nomination and Remuneration Committee of the Company if constituted. Based on the projected net profits of the Company, it is anticipated that the said remuneration may exceed the limit of five per cent of the net profits of the Company. Further the managing director shall be entitled to reimbursement of expenses as incurred by him and decided by Board of Directors of the Company from time to time.

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Provided that, the aforesaid remuneration to the Managing Director may exceed the maximum remuneration in the event of absence or inadequacy of profit, specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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

1. 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.
2. 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 spouse 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.
3. This appointment may be terminated by three months' notice on either side or the Company paying three months remuneration in lieu of such notice.
4. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice;
 - a. 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
 - b. 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
 - c. In the event the Board expresses its loss of confidence in the Managing Director.
 - d. 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;

- 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;
- 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.
- 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.
- The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

General Information

1. Nature of Industry:

The Company operates in the education and edtech sector, providing technical learning solutions to schools and colleges. It is engaged in the development, manufacturing, and sale of scientific toys and educational kits. The Company does not undertake any multi-level marketing or money circulation activities.

2. Date or expected date of commencement of commercial production:

Not Applicable (Company is an existing company).

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3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators:

(Amount in Rs. based on Audited Financial Statements of F.Y. 2024-25)

Particulars	Amount in (Rs. Lakhs)	
	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Revenue from Operation	5,875.28	3,816.59
Other Income	40.49	14.65
Total Income	5915.77	3831.24
Less: Expenses	5,223.52	3513.89
Profit/(Loss) before Extraordinary Items and Taxes	692.25	317.34
Less: Exceptional Items	-	-
Profit/(Loss) before tax	692.25	317.34
Less: Tax Expenses	164.09	83.99
Current tax	161.07	82.01
Deferred Tax	3.02	1.98
Income Tax Expense/(Income) relating to earlier years	-	-
Profit/Loss for the year	528.16	233.35

5. Foreign investments or collaborations, if any: N.A.

Information about the appointee:

Mr. Sagar Lalit Sanghvi, aged 38 years, has completed his education up to the Higher Secondary level (12th Grade). He possesses over a decade of entrepreneurial and leadership experience in the fields of education and technology-enabled learning. As a Director of the Company, he is responsible for driving its overall strategic vision, business expansion, institutional collaborations, and long-term growth initiatives. Under his leadership, the Company has successfully scaled its experiential robotics and emerging technology education model across India, promoting a hands-on learning approach that integrates robotics, artificial intelligence, and other advanced technologies into classroom education. His strategic guidance has played a pivotal role in transforming student engagement with STEM education and establishing the Company's strong nationwide presence, with more than 2,500 laboratory installations across diverse geographies and educational institutions throughout the country.

Past remuneration: Rs. 48,00,000.00/-

Recognition or awards: NA

Job profile and his suitability:

Mr. Sagar Lalit Sanghvi, aged 38 years, has completed his education up to the Higher Secondary level (12th Grade). He possesses over a decade of entrepreneurial and leadership experience in the fields of education and technology-enabled learning. As a Director of the Company, he is responsible for driving its overall strategic vision, business expansion, institutional collaborations, and long-term growth initiatives. Under his leadership, the Company has successfully scaled its experiential robotics and emerging technology education model across India, promoting a hands-on learning approach that integrates robotics, artificial

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intelligence, and other advanced technologies into classroom education. His strategic guidance has played a pivotal role in transforming student engagement with STEM education and establishing the Company's strong nationwide presence, with more than 2,500 laboratory installations across diverse geographies and educational institutions throughout the country.

Remuneration proposed:

Pursuant to schedule V to the Companies Act, 2013, Basic Gross Salary not exceeding Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakhs 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, the actual quantum of which shall be determined by the Board of Directors of the Company or Nomination and Remuneration Committee of the Company if constituted. Based on the projected net profits of the Company, it is anticipated that the said remuneration may exceed the limit of five per cent of the net profits of the Company. Further the managing director shall be entitled to reimbursement of expenses as incurred by him and decided by Board of Directors of the Company from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size and scale of operations of the Company, the profile and experience of Mr. Sagar Lalit Sanghvi, his role as Managing Director, and the significant responsibilities shouldered by him in driving strategic growth, business expansion, and institutional partnerships, the remuneration proposed to be paid to him is commensurate with the remuneration packages offered to similarly placed senior level executives in comparable companies within the education and technology-enabled learning industry.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Sagar Lalit Sanghvi holds directorship of the company and has 64,31,346 equity shares of the company which amounts to 87.57%. None of the Directors and KMP of the company is related to Mr. Sagar Lalit Sanghvi in any manner.

Other Information:

- (1) Reasons of loss or inadequate profits: The Company's profitability is satisfactory and continues to grow at a steady pace. However, in its endeavour to align with industry benchmarks and leverage best-in-class expertise, it has undertaken certain strategic initiatives. In this context, the profits of the Company may, at times, appear inadequate to commensurate with such enhanced capabilities and industry standards.
- (2) Steps taken or proposed to be taken for improvement: The Company is focusing on strengthening its operational capabilities, exploring new business opportunities, and enhancing efficiency through technological and infrastructural upgrades. These measures are aimed at supporting sustainable growth and improving financial performance.
- (3) Expected increase in productivity and profits in measurable terms: The Company anticipates a gradual improvement in operational efficiency and overall productivity as a result of ongoing strategic initiatives and the induction of enhanced industry expertise. These measures are expected to contribute positively to the Company's performance and profitability over the medium to long term.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. June 01, 2026. The Board recommends this Special resolution for the approval of the Shareholders.

Information about the directors who are proposed to be appointed at the Extra Ordinary General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Extra Ordinary general meeting of the company.

Particulars	SAGAR LALIT SANGHVI
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Director Identification Number.	03064545
Date of Birth	18/06/1987
Age.	38 years
Educational Qualification.	Higher Secondary level
Experience (No. of Years)	More than 12 Yrs.
Business field in which Experience.	education and technology Business
Date of Appointment as Director in the Company.	09/04/2023
Directorship held in any other Company.	1. Resonanz Synergy Private Limited 2. Gemini Training & Staffing Private Limited 3. Insaneistic Digital Private Limited 4. Growingen Solutions Private Limited 5. Bharat Gyan Vigyan Foundation 6. Robokidz Retails Private Limited
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Bharat Gyan Vigyan Foundation
Shareholding in Company as on June 01, 2026	64,31,346 equity shares (87.57%)
Remuneration paid or sought to be paid	Not exceeding Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) per annum
Relationship with other Directors/KMPs	N. A
No. of board meetings attended during the year	Four out of Four Board meetings

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FOR ROBOKIDZ EDUVENTURES LIMITED

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

ASIF ABDUL JAMADAR
DIRECTOR
DIN: 11366579

Date: 08th June, 2026

Place: Pune

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON WEDNESDAY, 03RD DAY OF JUNE 2026, AT 04:00 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. ASIF ABDUL JAMADAR (DIN: 11366579) AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF HIS TERMS OF APPOINTMENT INCLUDING REMUNERATION: Special Resolution

"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), consent of the Members 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 01, 2026 liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, 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 in this 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 01, 2026 to May 31, 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 Directors 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 Directors 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 Whole Time 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:

Pursuant to schedule V to the Companies Act, 2013, Basic Gross Salary not exceeding Rs. 25,00,000.00/- (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, the actual quantum of which shall be determined by the Board of Directors of the Company or Nomination and Remuneration Committee of the Company if constituted. Further the whole-time director shall be entitled to reimbursement of expenses as incurred by him and decided by Board of Directors of the Company from time to time.

Provided that, the aforesaid remuneration to the whole-time director may exceed the maximum remuneration of five per cent of the net profits of the Company as per section 197 of the Companies Act, 2013 or in the event of absence or inadequacy of profit, specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time 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

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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-month 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: 08th June, 2026

Place: Pune

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 02: APPOINTMENT AND APPROVAL OF REMUNERATION OF MR. ASIF ABDUL JAMADAR (DIN: 11366579) AS WHOLE TIME DIRECTOR OF THE COMPANY: Special Resolution

Mr. Asif Abdul Jamadar, aged 33 years, holds a Master of Science (M.Sc.) degree in Electronics and possesses substantial experience in the fields of education and technology-enabled learning. He brings strong technical expertise in electronics systems, robotics integration, and STEM-based educational solutions. He is responsible for overseeing the Company's operational functions, technical implementation, and curriculum deployment across its robotics and artificial intelligence programs. His key responsibilities include supervising laboratory installations, coordinating with vendors, ensuring effective academic implementation, and managing institutional execution. Through his technical proficiency and operational leadership, he has contributed significantly to the successful expansion and implementation of the Company's experiential robotics and emerging technology education model across educational institutions in India.

Mr. Asif Abdul Jamadar is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Whole Time Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Asif Abdul Jamadar as Whole Time Director, and approval of his remuneration for the approval of the shareholders of the Company by Special resolution.

Details of Mr. Asif Abdul Jamadar pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the table below.

Nature of duties:

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 him as such, as well by the Articles of Association and for 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.

The Whole-Time 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.

The principal terms and conditions of appointment of Mr. Asif Abdul Jamadar as Whole-Time Director are as follows:

Remuneration: Pursuant to schedule V to the Companies Act, 2013, Basic Gross Salary not exceeding Rs. 25,00,000.00/- (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, the actual quantum of which shall be determined by the Board of Directors of the Company or Nomination and Remuneration Committee of the Company if constituted. Further the whole-time director shall be entitled to reimbursement of expenses as incurred by him and decided by Board of Directors of the Company from time to time.

Provided that, the aforesaid remuneration to the whole-time director may exceed the maximum remuneration of five per cent of the net profits of the Company as per section 197 of the Companies Act, 2013 or in the event of absence or inadequacy of profit, specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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

5. 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.
6. 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 spouse 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.

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

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7. This appointment may be terminated by three months' notice on either side or the Company paying three months remuneration in lieu of such notice.
8. The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice;
- e. 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
- f. 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
- g. In the event the Board expresses its loss of confidence in the Whole-Time Director.
- h. 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;

- 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;
- 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.
- 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.
- The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

General Information

1. Nature of Industry:

The Company operates in the education and edtech sector, providing technical learning solutions to schools and colleges. It is engaged in the development, manufacturing, and sale of scientific toys and educational kits. The Company does not undertake any multi-level marketing or money circulation activities.

2. Date or expected date of commencement of commercial production:

Not Applicable (Company is an existing company).

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators:

(Amount in Rs. based on Audited Financial Statements of F.Y. 2024-25)

Particulars	Amount in (Rs. Lakhs)	
	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Revenue from Operation	5,875.28	3,816.59
Other Income	40.49	14.65
Total Income	5915.77	3831.24
Less: Expenses	5,223.52	3513.89
Profit/(Loss) before Extraordinary Items and Taxes	692.25	317.34
Less: Exceptional Items	-	-

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Profit/(Loss) before tax	692.25	317.34
Less: Tax Expenses	164.09	83.99
Current tax	161.07	82.01
Deferred Tax	3.02	1.98
Income Tax Expense/(Income) relating to earlier years	-	-
Profit/Loss for the year	528.16	233.35

5. Foreign investments or collaborations, if any: N.A.

Information about the appointee:

Mr. Asif Abdul Jamadar, aged 33 years, holds a Master of Science (M.Sc.) degree in Electronics and possesses substantial experience in the fields of education and technology-enabled learning. He brings strong technical expertise in electronics systems, robotics integration, and STEM-based educational solutions. He is responsible for overseeing the Company's operational functions, technical implementation, and curriculum deployment across its robotics and artificial intelligence programs. His key responsibilities include supervising laboratory installations, coordinating with vendors, ensuring effective academic implementation, and managing institutional execution. Through his technical proficiency and operational leadership, he has contributed significantly to the successful expansion and implementation of the Company's experiential robotics and emerging technology education model across educational institutions in India.

Past remuneration: Rs. 11,00,000.00/-

Recognition or awards: NA

Job profile and his suitability:

Mr. Asif Abdul Jamadar, aged 33 years, holds a Master of Science (M.Sc.) degree in Electronics and possesses substantial experience in the fields of education and technology-enabled learning. He brings strong technical expertise in electronics systems, robotics integration, and STEM-based educational solutions. He is responsible for overseeing the Company's operational functions, technical implementation, and curriculum deployment across its robotics and artificial intelligence programs. His key responsibilities include supervising laboratory installations, coordinating with vendors, ensuring effective academic implementation, and managing institutional execution. Through his technical proficiency and operational leadership, he has contributed significantly to the successful expansion and implementation of the Company's experiential robotics and emerging technology education model across educational institutions in India.

Remuneration proposed:

Pursuant to schedule V to the Companies Act, 2013, Basic Gross Salary not exceeding Rs. 25,00,000.00/- (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, the actual quantum of which shall be determined by the Board of Directors of the Company or Nomination and Remuneration Committee of the Company if constituted. Further the whole-time director shall be entitled to reimbursement of expenses as incurred by him and decided by Board of Directors of the Company from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size and scale of operations of the Company, the profile and experience of Mr. Asif Abdul Jamadar, his role as Whole-Time Director, and the significant responsibilities shouldered by him in driving strategic growth, business expansion, and institutional partnerships, the remuneration proposed to be paid to him is commensurate with the remuneration packages offered to similarly placed senior level executives in comparable companies within the education and technology-enabled learning industry.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Asif Abdul Jamadar holds directorship of the company and has 20,000 equity shares of the company which amounts to 0.27%. None of the Directors and KMP of the company is related to Mr. Asif Abdul Jamadar in any manner.

Other Information:

- (1) Reasons of loss or inadequate profits: The Company's profitability is satisfactory and continues to grow at a steady pace. However, in its endeavour to align with industry benchmarks and leverage best-in-class expertise, it has undertaken certain strategic initiatives. In this

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context, the profits of the Company may, at times, appear inadequate to commensurate with such enhanced capabilities and industry standards.

- (2) Steps taken or proposed to be taken for improvement: The Company is focusing on strengthening its operational capabilities, exploring new business opportunities, and enhancing efficiency through technological and infrastructural upgrades. These measures are aimed at supporting sustainable growth and improving financial performance.
- (3) Expected increase in productivity and profits in measurable terms: The Company anticipates a gradual improvement in operational efficiency and overall productivity as a result of ongoing strategic initiatives and the induction of enhanced industry expertise. These measures are expected to contribute positively to the Company's performance and profitability over the medium to long term.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. June 01, 2026. The Board recommends this Special resolution for the approval of the Shareholders.

Information about the directors who are proposed to be appointed at the Extra Ordinary General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Extra Ordinary general meeting of the company.

Particulars	ASIF ABDUL JAMADAR
Director Identification Number.	11366579
Date of Birth	01/07/1992
Age.	33 years
Educational Qualification.	Master of Science
Experience (No. of Years)	More than 12 Yrs.
Business field in which Experience.	Education and technology Business
Date of Appointment as Director in the Company.	28/10/2025
Directorship held in any other Company.	1. Robokidz Retails Private Limited 2. Bharat Gyan Vigyan Foundation
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Bharat Gyan Vigyan Foundation
Shareholding in Company as on June 01, 2026	20,000 equity shares (0.27%)
Remuneration paid or sought to be paid	Not exceeding Rs. 25,00,000.00/- (Rupees Twenty-Five Lakh only) per annum.
Relationship with other Directors/KMPs	N. A
No. of meetings attended during the year	Four out of Four Board meetings

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FOR ROBOKIDZ EDUVENTURES LIMITED

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545

Date: 08th June, 2026

Place: Pune

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON WEDNESDAY, 03RD DAY OF JUNE 2026, AT 04:00 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 03: APPOINTMENT OF MR. GULZAR PRADHAN (DIN: 11636449) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: "Ordinary Resolution"

RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the 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 appointment of Mr. Gulzar Pradhan (DIN: 11636449) who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., from June 01, 2026 to May 31, 2031.

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
Managing Director
DIN: 03064545
Date: 08th June, 2026
Place: Pune**

**ROBOKIDZ EDUVENTURES LIMITED
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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 03: APPOINTMENT OF MR. GULZAR PRADHAN (DIN: 11636449) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: Ordinary Resolution

The Board of Directors, at its meeting held on June 01, 2026, appointed Mr. Gulzar Pradhan (DIN: 11636449) with effect from June 01, 2026, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Gulzar Pradhan as an Independent Director will be for a term of 5 (five) consecutive years from June 01, 2026, subject to approval of the members of the Company.

Mr. Gulzar Pradhan 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 from Mr. Gulzar Pradhan that he meets the criteria of independence under Section 149(6) of the Act and 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. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature Mr. Gulzar Pradhan for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Gulzar Pradhan fulfils the conditions for appointment as an Independent Director under the Act and the Listing Regulations and is independent of the management. He brings over 15 years of extensive experience from his long association with Bank of Maharashtra, having handled key roles and responsibilities across operations, lending, and business growth. In view of his expertise, his appointment is in the interest of the Company.

Details of Mr. Gulzar Pradhan, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the table below. He shall be entitled to sitting fees for attending meetings of the Board or its Committees, reimbursement of expenses incurred for participation in such meetings, and commission, if any, within the limits prescribed under Section 197 of the Act, as may be decided by the Board of Directors.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Gulzar Pradhan as an Independent Director requires approval of the members of the Company.

Accordingly, approval of the members through Ordinary Resolution is sought for appointment of Mr. Gulzar Pradhan as an Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Gulzar Pradhan.

Information about the directors who are proposed to be appointed/ reappointed at the General Meeting as per Section 152(6) and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the general meeting of the company.

Particulars	Mr. Gulzar Pradhan
Director Identification Number.	11636449
Date of Birth	09/01/1987
Age.	39 years
Educational Qualification.	Post Graduate Diploma in Management
Experience (No. of Years)	More than 15 years
Business field in which Experience.	Banking and Financial Services sector,
Date of Appointment as Director in the Company.	01 st June, 2026
Terms and Conditions of Appointment	As per the resolution set out at Item No. 3 of this Notice read with explanatory statement.
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	-
Member of any committees of the Directors in other Companies with names of the Company.	-
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil

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Shareholding in Company as on June 01, 2026	Nil
Remuneration paid or sought to be paid	Sitting Fees not exceeding Rs. 10,000/- per board meeting or committees of the board. In addition to the same, company will reimburse the expenses incurred with regard to attending the meetings of the Company.
Relationship with other Directors/KMPs	No Relation with other Directors/KMPs.
No. of meetings attended during the year	N.A.

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FOR ROBOKIDZ EDUVENTURES LIMITED

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545

Date: 08th June, 2026

Place: Pune

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ITEM 04: APPOINTMENT OF MS. AISHWARYA VINODKUMAR KOTHARI (DIN: 11749286) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: "Ordinary Resolution"

RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the 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 appointment of Ms. Aishwarya Vinodkumar Kothari (DIN: 11749286) who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., from June 01, 2026 to May 31, 2031.

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
Managing Director
DIN: 03064545**

**Date: 08th June, 2026
Place: Pune**

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 04: APPOINTMENT OF MS. AISHWARYA VINODKUMAR KOTHARI (DIN: 11749286) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: "Ordinary Resolution": Ordinary Resolution

The Board of Directors, at its meeting held on June 01, 2026, appointed Mr. Aishwarya Vinodkumar Kothari (DIN: 11749286) with effect from June 01, 2026, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Aishwarya Vinodkumar Kothari as an Independent Director will be for a term of 5 (five) consecutive years from June 01, 2026, subject to approval of the members of the Company.

Ms. Aishwarya Vinodkumar Kothari 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 from Ms. Aishwarya Vinodkumar Kothari that he meets the criteria of independence under Section 149(6) of the Act and that she 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. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature Ms. Aishwarya Vinodkumar Kothari for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Aishwarya Vinodkumar Kothari fulfils the conditions for appointment as an Independent Director under the Act and the Listing Regulations and is independent of the management. He is a corporate governance and compliance professional with over 4.5 years of experience in listed and unlisted companies, specializing in the Companies Act, SEBI Regulations, and regulatory compliances. Considering his expertise and experience, his appointment is in the interest of the Company.

Details of Ms. Aishwarya Vinodkumar Kothari, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the table below. She shall be entitled to sitting fees for attending meetings of the Board or its Committees, reimbursement of expenses incurred for participation in such meetings, and commission, if any, within the limits prescribed under Section 197 of the Act, as may be decided by the Board of Directors.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Aishwarya Vinodkumar Kothari as an Independent Director requires approval of the members of the Company.

Accordingly, approval of the members through Ordinary Resolution is sought for appointment of Ms. Aishwarya Vinodkumar Kothari as an Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Ms. Aishwarya Vinodkumar Kothari.

Information about the directors who are proposed to be appointed/ reappointed at the General Meeting as per Section 152(6) and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the general meeting of the company.

Particulars	Ms. Aishwarya Vinodkumar Kothari
Director Identification Number.	11749286
Date of Birth	19/04/1994
Age.	32 years
Educational Qualification.	Company Secretary,
Experience (No. of Years)	More than 4 years
Business field in which Experience.	corporate law and corporate compliances
Date of Appointment as Director in the Company.	01 st June, 2026
Terms and Conditions of Appointment	As per the resolution set out at Item No. 4 of this Notice read with explanatory statement.
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	-
Member of any committees of the Directors in other Companies with names of the Company.	-
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil

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Shareholding in Company as on June 01, 2026	Nil
Remuneration paid or sought to be paid	Sitting Fees not exceeding Rs. 10,000/- per board meeting or committees of the board. In addition to the same, company will reimburse the expenses incurred with regard to attending the meetings of the Company.
Relationship with other Directors/KMPs	No Relation with other Directors/KMPs.
No. of meetings attended during the year	N.A.

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FOR ROBOKIDZ EDUVENTURES LIMITED

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545

Date: 08th June, 2026
Place: Pune

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON WEDNESDAY, 03RD DAY OF JUNE 2026, AT 04:00 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 05: TO APPROVE AND ADOPT EMPLOYEE STOCK OPTION SCHEME CALLED "ROBOKIDZ EDUVENTURES EMPLOYEES STOCK OPTION SCHEME 2026": Special Resolution

"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 Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the board of directors of the Company ("Board") vide resolution dated June 01, 2026, the relevant provisions of the Memorandum of Association and the Articles of Association 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, the consent of the members of the Company be and is hereby accorded to approve the '**ROBOKIDZ EDUVENTURES EMPLOYEES STOCK OPTION SCHEME 2026**' (hereinafter referred to as the "**ESOP ROBOKIDZ 2026**") and to the Board (which term shall be fit constituted to exercise its powers, including the powers, conferred by this resolution), to issue, offer and grant, up to **7,00,000 (Seven Lakhs only)** employee stock options, unless otherwise decided by the Board, to the eligible employees of the Company, determined in accordance with the terms of **ESOP ROBOKIDZ 2026**, from time to time, in one or more tranches, with each such option being exercisable for one equity share of a face value of Rs. 10/- (Rupees Ten only) each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board in accordance with the provisions of the **ESOP ROBOKIDZ 2026** and provisions of applicable law as may be prevailing at that time.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board to implement the **ESOP ROBOKIDZ 2026** and to allot such number of equity shares of the Company, not exceeding **7,00,000 (Seven Lakhs only)** equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, to the eligible employees pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, upon due exercise of the options granted to them in accordance with **ESOP ROBOKIDZ 2026**, at such price as may be deemed fit, in due compliance with the provisions of the Companies Act, 2013, including any rules framed thereunder.

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 only)** 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 the Board 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

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

SAGAR LALIT SANGHVI
Managing Director
DIN: 03064545

Date: 08th June, 2026
Place: Pune

ROBOKIDZ EDUVENTURES LIMITED
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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 05: TO APPROVE AND ADOPT EMPLOYEE STOCK OPTION SCHEME CALLED "ROBOKIDZ EDUVENTURES EMPLOYEES STOCK OPTION SCHEME 2026": Special Resolution

Stock options have long been recognized internationally as an effective instrument to align the incentivize and reward its senior leadership team and key management team ("Key Personnel"), providing an opportunity to eligible employees to share the growth of the company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value. In the present competitive economic environment in the country and in the long-term interests of the Company and its shareholders, it is necessary that the Company adopts suitable measures for attracting and retaining qualified, talented and competent personnel.

An employee stock option scheme, designed to foster a sense of ownership and belonging amongst personnel, is a well-accepted approach to this end. It is, therefore, appropriate to consider an Employee Stock Option Scheme for the employees of the Company.

The Board of Directors of the Company, at its meeting held on 01st June, 2026 approved the Robokidz Eduventures Employees Stock Option scheme 2026 (hereinafter referred to as the ("ESOP ROBOKIDZ 2026") for the benefit of eligible Employees of the Company.

Disclosure/main features of **Robokidz Eduventures Employees Stock Option scheme 2026** pursuant to the Companies Act, 2013 are as under:

a. Brief description of the Scheme: Based on the Board meeting held on 01st June, 2026, the Robokidz Eduventures Employees Stock Option scheme 2026 was finalized for eligible employees according to the following criteria:

- The aggregate number of Options that may be Granted under this ESOP scheme shall not exceed 7,00,000 (Seven Lakhs only) options subject to adjustment as may be required due to any Corporate Action or Change in Capital Structure of the Company.
- Each of such Option(s) shall confer upon the Option Holder the right to subscribe 1 Equity Share of the Company of face value Rs. 10 (Ten) each fully paid-up, at the Exercise Price.

b. Total number of stock options to be granted:

The total number of stocks options granted under the scheme shall not exceed **7,00,000 (Seven Lakhs only)** options of the Company, unless otherwise determined by the Board.

c. Identification of classes of Employees entitled to participate in the Scheme:

As decided by the management on a case-by-case basis, eligibility will be determined by their qualifications or past performance, contribution to the company's growth, and the criticality of the position held within the company.

d. Requirements of vesting and period of vesting:

The options granted under the ESOP Scheme shall vest after a minimum vesting period of 4 (four) years from the date of grant of the option. The specific vesting schedule and vesting conditions, if any, subject to which vesting shall take place, shall be specified in the grant letter issued to the option holder at the time of grant, which may, inter alia, include performance-based and time-based conditions.

e. The maximum period within which the options shall be vested:

All the options granted under the ESOP Scheme shall vest on such dates and such proportions as maybe determined in the Scheme. However, such options would not vest later than 5 (five) years from the date of grant of option.

f. The exercise period and process of exercise:

Exercise period means the time period after Vesting within which the Option Holder(s) can Exercise the Vested Option(s). Accordingly, vested options can be exercised within the exercise period as set out in the grant letter.

g. Vested options are to be exercised as follows:

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- During employment – within the Exercise Period set out in the grant letter.
 - In the event of death of an option holder while in employment with the Employer Company - within 6 (six) months from the date of death of the option holder.
 - In the event of separation of an option holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company - within 6 (six) months from the date of separation from employment of the option holder from the Employer Company due to such Permanent Disability.
 - In the event of the option holder's separation from the Employer Company for reasons of normal retirement, superannuation or a retirement specifically approved by the Employer Company, or resignation by the option holder, or termination by Employer Company for any reason other than 'Cause' - on the last working date.
 - In case of termination of the option holder's employment with the Employer Company due to Cause or breach of post-employment obligations – all options (unvested and vested) shall lapse.
- h. **The exercise price or the formula for arriving at the same:** The exercise price of the options shall be set out in the grant letter and shall not be less than the face value of the equity shares.
- i. **The appraisal process for determining the eligibility of the Employees for the Scheme:** The appraisal process for determining employee eligibility for the scheme involves a thorough evaluation of their Performance and contributions to the company's growth. Additionally, feedback from supervisors and peers, as well as alignment with the company's strategic goals, will be considered to ensure a holistic assessment.
- j. **The lock in period, if any:** The shares issued under the ESOP scheme will be subject to transfer restrictions and lock-in restrictions as provided in the provisions of the Companies Act, 2013 or in the articles of association of the Company.
- k. **Maximum number of options to be issued per Employee and in aggregate under the scheme(s):** Maximum number of options to be granted per employee shall be as determined by the Board subject to overall limits as approved by the shareholders – Maximum number of options to be granted in aggregate - **7,00,000 (Seven Lakhs only)** options.
- l. **Maximum quantum of benefits to be provided per employee**
There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.
- m. **ESOP Scheme will be implemented and administered directly by the company and the scheme involves issuance of new shares.**
- n. **The method which the company shall use to value its options:** Company shall have the freedom to determine the exercise price in conformity with the applicable accounting policies and the provisions of the Companies Act, 2013 and rules made thereunder.
- o. **The conditions under which option vested in employees may lapse** e.g. in case of termination of employment for misconduct: In the event of abandonment of employment by an Option Holder without the Employer Company's consent or termination of employment "for cause", all Options to such Employee, including the Vested Options, which were not Exercised at the time of abandonment of employment or termination "for cause", shall stand terminated with immediate effect. The term "for cause" shall include the following and any other grounds that may be designated as such under the employment agreement of any Employee:
- I. If any information, declaration or testimonials furnished by an Employee are found to be incorrect, incomplete or misleading in any way; or
 - II. If an Employee is found to have willfully suppressed any material information; or
 - III. If an Employee acts in contravention any Applicable Law or fail to comply with any of the Company's rules, regulations or policies; or
 - IV. If an Employee is guilty of misconduct or neglect/ dereliction of duty (including habitual absenteeism, non-adherence to office timings etc.), or has failed to perform his/her employment duties or commit any other breach of any obligations under the employment agreement of the Employee; or
 - V. If an Employee becomes the subject of bankruptcy, or found to have indulged in any financial irregularities; or

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- VI. If an Employee has or is accused of having committed an offence involving moral turpitude or engaged in acts involving fraud or dishonesty or commission of an unlawful act; or
- VII. If an Employee acts in a manner, or engage in behavior, which is likely to bring the Company into disrepute or prejudice the interests of the Company; or
- VIII. If an Employee taken any action which may result in a claim for compensation, damages, censure or the like being asserted against the Company by any person; or
- IX. If an Employee has been found not to possess the skills, knowledge and competency for which he/she was hired, or the Employee's demonstrated performance has been found to be below par.

p. **the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:** All vested Options may be Exercised by the Option Holder within the Exercise Period as mentioned above.

q. **a statement to the effect that the company shall comply with the applicable accounting standards:** The company shall comply with applicable accounting standards and all applicable provisions of the Companies Act, 2013 with regard to the ESOP Scheme.

r. **Declaration/ Statement**

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

s. **Terms & conditions for buyback, if any, of specified securities/ Options covered/ granted under the Scheme**

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of specified securities/Options granted under the Scheme if it is to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board recommends the above resolution as given in Item no. 05 for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives or any other officials of the Company except to the extent of their shareholding in the Company is in any way, financially or otherwise, concerned or interested in the resolution.

FOR ROBOKIDZ EDUVENTURES LIMITED
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SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545

Date: 08th June, 2026
Place: Pune

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON WEDNESDAY, 03RD DAY OF JUNE 2026, AT 04:00 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 06: TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY: Special Resolution

"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), consent of shareholders of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- each ("Equity Shares"), 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 if any, 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 consideration other than cash.

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, Underwriters, 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, 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.

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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.

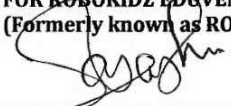
RESOLVED FURTHER THAT the Board be and is hereby authorized to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the members of the Company.

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."

// CERTIFIED TRUE COPY//

FOR ROBOKIDZ EDUVENTURES LIMITED

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)


SAGAR LALIT SANGHVI
Managing Director
DIN: 03064545

Date: 08th June, 2026
Place: Pune

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 06: TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY: Special Resolution

The Company proposes to create, offer, issue and allot fresh equity shares of the Company of face value of ₹ 10/- each of the Company (the "Equity Shares") upto 30,50,000 (Thirty Lakhs Fifty Thousand Only) Equity Shares, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with the applicable laws, including, without limitation to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), to the public by way of initial public offer and get the equity shares listed on stock exchange.

The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares of the Company. The proposed offering is by way of a fresh issuance of the Equity Shares by the Company. The Company intends to at the discretion of the board of directors of the Company ("Board"), list its Equity Shares at an appropriate time in consultation with the book running lead managers ("BRLMs") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

The detailed terms and conditions will be determined in consultation with the Book Running Lead Manager(s), Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the issue. Wherever necessary and applicable, the pricing of the issue will be finalized in accordance with the applicable guidelines, in force, of GOI, RBI, SEBI and other relevant authorities.

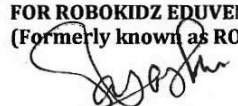
The Board has in its meeting held on 01st June, 2026 approved the Offer, subject to the approval of the members of the Company. With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") or Draft Prospectus with the Stock Exchanges, and subsequently file a red herring prospectus (the "RHP") or Prospectus with the Registrar of Companies ("RoC") and thereafter with SEBI, and the Stock Exchanges in respect of the Offer (the "Prospectus", and together with the DRHP and the RHP, the "Offer Documents"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

Material information pertaining to the Offer is as follows: (i) Offer Price: The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Board of Directors of the Company in consultation with the book running lead managers, in accordance with the SEBI ICDR Regulations. (ii) The object(s) of the Offer: The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws. (iii) Intention of Directors/Key management personnel to subscribe to the Offer: The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. (iv) Whether a change in control is intended or expected: No change in control of the Company or its management is intended or expected pursuant to the Offer. The Equity Shares are proposed to be listed on **SME platform of the nation-wide stock exchange**, and the Company will be required to enter into listing agreements with the respective Stock Exchange.

The Board recommends the resolution for the approval of the members by way of Special Resolution.

None of the directors, key managerial personnel or relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed in the resolution, except to the extent of their shareholding in the Company.

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


SAGAR LALIT SANGHVI
Managing Director
DIN: 03064545

Date: 08th 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 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ROBOKIDZ EDUVENTURES LIMITED (FORMERLY KNOWN AS ROBOKIDZ EDUVENTURES PRIVATE LIMITED) HELD ON WEDNESDAY, 03RD DAY OF JUNE 2026, AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.20, S.NO.90/2, DHAIRKAR WASTI, MUNDHWA, PUNE, MAHARASHTRA, INDIA, 411036

ITEM07: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY: Special Resolution

"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 and other applicable rules made thereunder (including any statutory modification(s), amendment(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), consent of the Members of the Company be and is hereby accorded to adopt the amended and restated Articles of Association of the Company in substitution of and to the exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the amended and restated Articles of Association shall, inter alia, incorporate the rights, privileges, obligations and protections of the OCD holders/investors as contemplated under the Investment Agreement and the provisions relating to the Employees' Stock Option Plan (ESOP), and provisions relating to the further issue of shares in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies and other authorities, and to settle any questions, difficulties or doubts that may arise in this regard."

// CERTIFIED TRUE COPY//

FOR ROBOKIDZ EDUVENTURES LIMITED

(Formerly known as ROBOKIDZ EDUVENTURES PRIVATE LIMITED)

SAGAR LALIT SANGHVI
Managing Director
DIN: 03064545

Date: 08th June, 2026
Place: Pune

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 07: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY: Special Resolution

The Company has recently entered into an **Investment Agreement dated April 07, 2026** with certain investors, pursuant to which the Company proposes to issue **Optionally Convertible Debentures (OCDs)**. OCDs are debt instruments that give the holders an option to convert their debentures into equity shares of the Company at a later stage, subject to the terms and conditions agreed between the parties.

As part of this investment transaction, the investors have negotiated certain rights, protections, and obligations that need to be formally embedded in the constitutional document of the Company — i.e., the **Articles of Association (AOA)**.

In addition, the Company also proposes to incorporate provisions relating to its **Employees' Stock Option Scheme** and provisions governing **further issuance of shares**, to ensure the AOA is aligned with current business requirements and compliant with the Companies Act, 2013.

Under **Sections 5 and 14 of the Companies Act, 2013**, any alteration to the Articles of Association of a Company requires approval of the Members by way of a **Special Resolution**.

Since the proposed changes are extensive and wide-ranging — covering OCD holder rights, ESOP framework, and share issuance procedures — the Board has decided that instead of making piecemeal amendments, it is appropriate to adopt an entirely new **Amended and Restated Articles of Association** in substitution of the existing Articles. This approach ensures clarity, consistency, and ease of reference going forward.

The amended and restated Articles of Association will primarily incorporate the following:

1. **Rights of OCD Holders/Investors** — Special rights, protections, privileges, and obligations of the investors under the Investment Agreement, including but not limited to information rights, anti-dilution protections, conversion mechanics, and governance rights, as may be agreed under the Investment Agreement.
2. **ESOP Provisions** — A framework governing the grant, vesting, exercise, and lapse of stock options to eligible employees of the Company under the Employees' Stock Option Scheme, in accordance with applicable law.
3. **Further Issue of Shares** — Provisions governing the procedure and conditions for future issuance of shares/securities of the Company, in compliance with the Companies Act, 2013 and applicable rules.

The new Articles of Association, once approved, shall **supersede and replace** the existing Articles of Association in their entirety.

The adoption of the amended and restated Articles of Association is being undertaken in compliance with:

- **Sections 5, 14** and other applicable provisions of the Companies Act, 2013
- **The Companies (Incorporation) Rules, 2014**
- The terms of the **Investment Agreement dated April 07, 2026**

Upon passing of this Special Resolution, the Company will file the necessary forms and documents with the **Registrar of Companies (RoC)** as required under law.

The Board of Directors considers the adoption of the amended and restated Articles of Association to be in the **best interest of the Company and its Members** and accordingly recommends passing of this resolution as a **Special Resolution**.

A copy of the draft Articles of Association proposed to be adopted is available for inspection by the Members of the Company during business hours at the Registered Office of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 07 for approval of the Members.

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

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

SAGAR LALIT SANGHVI
DIRECTOR
DIN: 03064545

Date: 08th June, 2026
Place: Pune

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