

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KONTOR SPACE LIMITED WILL BE HELD ON FRIDAY, 10th DAY OF JULY, 2026, AT 1:00 P.M. (IST) THROUGH TWO-WAY VIDEO AUDIO- VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES AND CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS.

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

"RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c), 42, 179 and other applicable provisions, if any, of the Companies Act 2013, read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, and all other applicable provisions, if any, as amended from time to time (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018, as amended from time to time (the "ICDR regulations") and Securities and Exchange Board of India (Substantial acquisitions and takeovers) Regulations, 2011, as amended from time to time (the "Takeover regulations") and Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), National Stock Exchange (NSE) where the shares of the Company are listed and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be



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prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as "The Board" which term shall be deemed to include any existing committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the Members, be and is hereby accorded to the Board to issue, and allot on Preferential Basis 16,85,000 Equity Shares of the Company having Face Value of Rs. 10/- at an Issue Price of Rs. 75/- per Equity Share aggregating to Rs. 12,63,75,000/- and 13,15,000 Convertible Warrants at an Issue price of Rs. 75/- per Warrant aggregating to Rs. 9,86,25,000/ to below mentioned proposed allottee(s), in such manner that as the Board may think fit in its absolute discretion.

Name of the Proposed Allottee(s)	Equity Shares to be allotted	Convertible Warrants to be allotted	Category
Kanak Mangal	--	7,15,000	Promoter
M /s. Trisha Venture LLP	--	5,00,000	Non- Promoter
Mrs. Aruna Chanchal Singh Rajora	--	1,00,000	Non- Promoter
Satyen J Mamtora	6,75,000	--	Non- Promoter
Arron insurance brokers private limited	6,75,000	--	Non- Promoter
Savas engineering company private limited	3,35,000	--	Non- Promoter
TOTAL	16,85,000	13,15,000	

RESOLVED FURTHER THAT the equity shares allotted on exercise of the Convertible warrants shall upon conversion rank pari passu with the existing shares of the company in such form

and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and regulation 161, ICDR Regulations, the relevant date for the purpose of calculating the price for the issue of warrants is 10th June, 2026 (“Relevant Date”) which is 30 days prior to the date of Extra Ordinary General (EOGM) i.e. Friday, 10th July, 2026.

RESOLVED FURTHER THAT the said Warrants and Equity Shares shall be issued and allotted by the Company to the allottee(s) within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

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

1. The Preferential Equity Shares to be allotted shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The Preferential Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018, and will be listed on the Stock Exchanges, where the Equity Shares of the Company is listed, subject to receipt of necessary permissions and approvals. Any existing Equity Shares held by the Allottees shall also be locked in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018.



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3. The Preferential Allotment Price of Rs. 75/- is not less than the floor price/minimum price determined in accordance with Chapter V of the ICDR Regulations, 2018.
4. The Preferential Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the members, provided that where the allotment of Preferential Equity Shares is subject to receipt of any approval or permission from any Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

1. The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
2. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
3. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
4. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price



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equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

5. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

6. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the

7. Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.

8. The Warrants allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants and Preferential Equity Shares as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Preferential Equity Shares and Convertible Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon



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exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation,

- i. to vary, modify or alter any of the relevant terms and conditions, attached to the Convertible Warrants and Preferential Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- ii. making applications to the stock exchange for obtaining in-principle approval,
- iii. listing of Equity Shares issued upon Conversion of Warrants,
- iv. filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
- v. filing of requisite documents with the depositories,
- vi. to resolve and settle any questions and difficulties that may arise in the preferential offer,
- vii. issue and allotment of the Convertible Warrants and Preferential Equity Shares, and
- viii. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Chief Financial Officer or Company Secretary & Compliance Officer, of the company, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”



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2. TO APPOINT SECRETARIAL AUDITORS FOR A PERIOD OF FIVE CONSECUTIVE YEARS

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of M/s Vishal Manseta, Practicing Company Secretary (CP No.8981, Membership No. F14075) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, from April 1, 2025, till March 31, 2030 at a remuneration, as may be mutually agreed between the Secretarial Auditors and the Board.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

3. REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR MS. JESSICA HARESH GANDHI (DIN:10432452) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable

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provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Jessica Gandhi (DIN:10432452), who was appointed as an Additional Director in the category of Independent Director of the Company with effect from April 10, 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Extra-Ordinary General Meeting and in respect of whom the Company has received a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from April 10th, 2026 and ending on April 9, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to file all necessary forms, returns and documents with the Registrar of Companies, Stock Exchange(s) and other authorities as may be necessary for giving effect to this resolution."

**For & on behalf of the Board
KONTOR SPACE LIMITED**

Sd/-
Sudha Didwania
Company Secretary Cum Compliance Officer
ACS:74443



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NOTES

1. The Ministry of Corporate Affairs (“MCA”) has, vide, General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 3/2022 dated 5th May 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 and read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 06th October, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (collectively referred to as ‘MCA and SEBI Circulars’/‘the Circulars’), the Company is being permitted for sending of the Notice of the EOGM along with Annual Report only through electronic mode to those Members whose e-mail IDs were registered with the Company/Depositories as well as for convening the Extra Ordinary General Meeting (“EOGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“The Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



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Regulations, 2015 ("SEBI Listing Regulations"), the EOGM of the Company is being held through VC/OAVM. The Notice calling the EOGM has been uploaded on the website of the Company at <https://kontorspace.in> can also be accessed from the websites of the Stock Exchanges i.e. NSE LIMITED at www.nseindia.com and Bigshare Services Private Limited (agency for providing the Remote e-Voting facility i.e. www.bigshareonline.com).

2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 1,2 and 3 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 as annexed to the notice.
3. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the EOGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act").
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EOGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EOGM AND HENCE THE PROXY FORM, ATTENDANCESLIP AND ROUTEMAP OF THIS AGM ARE NOT ANNEXED TO THIS NOTICE.



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5. Members can join the EOGM in the VC/OAVM mode upto 15 minutes before and 15 minutes after the scheduled time of the commencement of the EOGM by following the procedure mentioned in the Notice. Members will be able to view the proceedings by logging into the Bigshare Services Private Limited e-Voting website at ivote.bigshareonline.com. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

6. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the EOGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the EOGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at e-mail ID royjacobandco@gmail.com with a copy marked to ivote@bigshareonline.com and to the Company at companysecretary@kontorspace.in, authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.

7. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Special business Items of the Notice, are annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in

respect of Directors seeking re-appointment at this EOGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment has been attached herewith as Annexure-1

9. Roy Jacob, Practicing Company Secretary (FCS No. 9017, CP No. 8220) has been appointed as a scrutinizer to scrutinize the remote e-voting and e-voting during EOGM to be carried out in a fair and transparent manner and they have communicated their willingness to be appointed so and will be available for the said purpose.

10. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the EOGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. The Notice convening the EOGM is available on the Company's website at <https://www.kontorspace.in> and may also be accessed on the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com and on the website of RTA.

11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred/transmitted and transposed only in dematerialized form. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form by contacting their Depository Participants (DPs). Members can contact the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited (RTA) at <https://cameoindia.com/> for assistance in this regard. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Cameo Corporate Services Limited office situated at Subramanian Building #1, Club House Road Chennai 600002 - India.

12. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, and



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revised on April 01, 2024 the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from an unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerializing the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.

15. In compliance with the provisions of Section 110 of the Companies Act, 2013 and in compliance with the provisions of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 1/2026-27 Extra Ordinary General Meeting Voting Services provided by Big share Services Private

Limited.

16. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EOGM) and voting at the EOGM is Friday, 3rd July, 2026. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

17. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. Friday, 3rd July, 2026, may obtain the login ID and password by sending a request at ivote@bigshareonline.com. However, if the Member is already registered with Big share for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

18. Members are requested to:

- intimate to Cameo Corporate Services Limited / the Company, changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, in Form ISR- 1 and other forms prescribed by SEBI;
- intimate to the respective DP, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
- quote their folio numbers/DP ID/ Client ID in all correspondence;
- consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
- register their PAN with their DPs, in case of shares held in dematerialised form; and



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Website: www.kontorspace.in

CIN No: L70109MH2018PLC304258



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19. SCRUTINISER FOR E-VOTING:

The Board of Directors has appointed Roy Jacob , Practising Company Secretary (FCS No. 9017, CP No. 8220) as the Scrutiniser to scrutinize the e-voting process and voting at the EOGM in a fair and transparent manner.

20. The Scrutiniser shall, immediately after the conclusion of voting at the EOGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.

21. The results declared along with the Scrutiniser's report shall be placed on the Company's website at <https://www.kontorspace.in/> and shall also be communicated to the stock exchanges.

22. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO EOGM:

- For ease of conduct of EOGM, Members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company 'email ID companysecretary@kontorspace.in on or before 3rd July, 2026 i.e., mentioning their name, demat account number/folio number, registered email ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the EOGM.

23. INSTRUCTIONS FOR MEMBERS ATTENDING THE EOGM THROUGH VC/OAVM:

- ATTENDING THE EOGM: Members will be provided with a facility to attend the EOGM through video conferencing platform provided by Bigshare Services Private Limited. Members are requested to login at

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<https://ivote.bigshareonline.com> to join the Meeting by using the remote e- voting credentials.

- Please note that Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by sending email to Bigshare Services Private Limited.

- Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

- Members can join the EOGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting.

- In case of any query and/or help, in respect of attending EOGM through VC/OAVM mode, Members may email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

28. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on 7th July 2026 at 09:00 A.M and ends on 9th July 2026 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 3rd July, 2026 may cast their vote electronically. The e-voting module shall be disabled by Big share for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation



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by the public non-institutional shareholders/retail shareholders is at a negligible level.

- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on 7th July, 2026 at 09.00 A.M. and ends on 9th July, 2026 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 3rd July, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its



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shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote</p>



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	<p>website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as</p>



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	<p>shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4)For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be redirected to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

3. Custodian registration process for i-Vote E-Voting Website:



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

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

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

Investor Mapping:

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

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

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

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.

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

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the EGM through VC/ OAVM:

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

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

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

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

The following statements sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO 1: ISSUE AND ALLOTMENT OF SECURITIES OF PREFERENTIAL BASIS

The Board of Directors of the Company ("Board") at its meeting held on 11th June, 2026 approved the issuance of 16,85,000 Equity Shares of the Company having Face Value of Rs. 10 /- each at an Issue Price of Rs. 75/- per Equity Share and 13,15,000 Convertible Warrants at an Issue Price of Rs. 75/- per Convertible Warrant. Each Warrant entitles the holder to subscribe to one Equity Share of the Company. The subscription will be facilitated through by fresh infusion of funds under a Preferential Issue. The Board also approved the list of proposed allottees who have expressed their commitment to subscribe under this Preferential Issue. These individuals/entities have confirmed their eligibility in accordance with Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations, 2018").

The proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of



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Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, necessary information or details in respect of the proposed preferential issue of Convertible Warrants and Equity Shares are as under:

a) **The Object of the preferential issue are as follows:**

The Company proposes to issue convertible warrants and equity shares on a preferential basis with the objective of strengthening its financial position, augmenting long-term resources, and meeting its working capital requirements. The proposed infusion of funds will enable the Company to enhance its market share, support growth initiatives, and maximize shareholders' value.

The proceeds from the proposed preferential issue will be primarily utilized for business expansion, meeting working capital requirements (including payment of equated monthly instalments), and for general corporate purposes.

b) **The total number of securities, kind of securities and price at which security is being offered:**

Issuance of 16,85,000 Equity Shares of the Company having Face Value of Rs. 10/- at an Issue Price of Rs. 75/- per Equity Share aggregating to Rs. 12,63,75,000 /- and 13,15,000 Convertible Warrants at an Issue Price of Rs. 75/- per Convertible Warrant aggregating to Rs. ₹9,86,25,000/-, carrying a right and option to subscribe up to 13,15,000 fully paid-up Equity Shares of the Company, in aggregate, having face value of Rs. 10/- each.



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c) The price or price band at/ within which the allotment is proposed:

The price at which Equity Shares and Convertible Warrants are to be issued is fixed at Rs. 75/-. Each convertible warrant carries a right to subscribe 1 (One) fully paid - up Equity Share having Face Value of Rs. 10/- of the Company.

d) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Mr. Kanak Mangal, belonging to the Promoter Category, proposes to subscribe to 7,15,000 Convertible Warrants under the proposed preferential issue. Except as stated above, none of the other Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to the proposed preferential issue.

e) Pricing of preferential issue:

The equity shares of Company are listed on the NSE where the shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations, 2018.

The price of the share has been determined based on the valuation made by independent valuer Mr. Bhavesh M Rathod, Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) as per regulation 164, as shares of the company being frequently traded on National Stock Exchange of India Limited & 166A of SEBI (ICDR) Regulations 2018, as there is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to proposed allottees.

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The Value derived through valuation report is Rs. 71.57/- (Rupees Seven One and Fifty Seven paise) and the board approved price for issue of each Equity shares is Rs. 75/- (Rupees Seventy Five Only) which is more than the price derived through Valuation Report.

The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday upto the date of Extra Ordinary General Meeting and the same may be accessed on the Company's website <https://kontorspace.in/>.

Justification for pricing of preferential issue

The Total Number of Equity Shares traded during the 240 trading days preceding the relevant date is more than the 10% of total shares capital of the company. Hence, the price is determined in compliance with Regulation 164 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 (hereinafter referred as 'SEBI (ICDR), Regulation, 2018') for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

As per Regulation 166A (1) of the SEBI (ICDR) Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under

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the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations. However, as proposed allotment is more than five percent of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the Equity Shares shall be the higher of the following parameters

I. Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations (frequently traded shares): The price at which Convertible Warrants and Equity Shares shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. Rs. 71.57/- per equity share; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. Rs. 65.93/- per equity share.

II. Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations: In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 11th June, 2026 from Bhavesh M Rathod, Registered Valuer (Reg. No. IBBI/RV/06/2019/10708), arriving at Rs. 71.57/- and the copy of the same has been hosted on the website of the Company which can be accessed at <https://kontorspace.in/>.



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Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) and Regulation 166A of Chapter V of the ICDR Regulations is Rs. 71.57/- (Seventy One Fifty Seven paise) In view of the above, the Board of the Company has fixed the Issue price for Convertible Warrants and Equity Shares is Rs. 75/- (Rupees Seventy Five Only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Convertible Warrants and Equity Shares and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

f) Name and address of valuer who performed valuation:

The Valuation was performed by Mr. Bhavesh M Rathod, a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

g) Particulars of the offer/ Material terms of raising such securities including date of passing of Board resolution:

The Board of Directors ("Board") of the Company, at its meeting held on 11th June, 2026 approved the issuance of 16,85,000 Preferential Equity Shares and 13,15,000 Convertible Warrants.

The issue price has been determined in accordance with the provisions of Chapter V (Preferential Issue) of the SEBI (ICDR)

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Regulations, 2018, as amended, and the securities will be issued on such terms and conditions as may be considered appropriate by the Board, in compliance with applicable laws, rules, and regulations in this regard.

h) Relevant date with reference to which the price has been arrived at: The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible Warrants is 10th June, 2026 (“Relevant Date”) which is 30 days prior to the date of Extra Ordinary General Meeting (EOGM) i.e. Friday, 10th July, 2026.

i) The class or classes of persons to whom allotment is proposed to be made: The proposed issuance and allotment of Equity Shares and Convertible Warrants will be made to the identified allottees comprising entities belonging to Promoter Group and individuals/entities belonging to non – promoter group.

j) The proposed time frame within which the allotment shall be completed: In accordance with Regulation 170 of the ICDR Regulations, 2018, the allotment of the Equity Shares and Convertible Warrants shall be completed within a period of 15 days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

k) **The names of the proposed allottee(s) and the percentage of post preferential offer of Warrants and Equity Shares that may be held by them: As per Annexure-I**



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l) The change in control, if any, in the Company that would occur consequent to preferential offer:

There are shareholders who is getting allotment of Equity Shares more than 5% as stated in above table of allottees, however even after allotment of Eq. Shares more than 5% there will neither be any change in the composition of the Board nor any change in the control (no change in promoter) of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment, the Registered Valuer Bhavesh M Rathod Reg. No. IBBI/RV/06/2019/10708, who has issued valuation report has also mentioned the control premium, hence guidance on control premium is not considered under Regulation 166A of SEBI (ICDR) Regulations.

m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Not Applicable.

n) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares. As per Annexure-I

o) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Proposed	Post Preferential Allotment (Post Issue of Equity Shares Assuming Full
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	Allottees	Conversion of Warrants into Equity Shares) and Allotment of Equity Shares	
1	Kanak Mangal	47,33,339	51.56%
2	Satyen J Mamtora	6,75,000	7.35%
3	Arron insurance brokers private limited	6,75,000	7.35%
4	Savas engineering Company private limited	3,35,000	3.65%
5	M/s. Trisha Venture LLP	5,00,000	5.45%
6	Aruna Chanchal Singh Rajora	1,00,000	1.09%

There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in the shareholding pattern consequent to conversion of Convertible Warrants into Equity Shares.

p) Lock in period:

The proposed allotment of the Equity Shares and Convertible warrants shall be subject to a lock-in as per the requirements of ICDR Regulations.

i) the Equity Shares allotted upon conversion of such Warrants, shall be subject to a lock-in, in accordance with the provisions of the SEBI (ICDR) Regulations, 2018, as amended.

ii) The Equity Shares allotted pursuant to the share purchase arrangement, on a preferential basis to non-promoter, shall also be subject to a lock-in in accordance with the provisions of the SEBI (ICDR) Regulations, 2018, as amended.

q) The shareholding pattern of the Company before and after the preferential issue:

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Sr.No.	Category of Shareholder	Pre-preferential Issue		Post - preferential Issue*	
		No. of Shares	%	No. of Shares	%
A	Promoters holding:				
A1	Indian				
1	Individuals/Hindu undivided Family	40,20,589	65.06	4735589	51.59
2	Bodies Corporate	-	-	-	-
3	Financial Institutions/ Banks	-	-	-	-
4	Trust	-	-	-	-
5	Others	-	-	-	-
	Sub-Total (A1)	40,20,589	65.06	4735589	51.59
A2	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	TOTAL A (A1+A2)	40,20,589	65.06	4735589	51.59
B	Non-Promoters holding:				
B1	Institutions				
	Financial Institutions/ Banks	-	-	-	-
	Sub-Total (B1)	-	-	-	-
B2	Non-Institution:				
	Bodies Corporate	109800	1.78	1619800	17.64
	Individuals	1759810	28.47	2534810	27.61
	NRI's	156000	2.52	156000	1.70
	Others	133801	2.17	133801	1.46
	Sub-Total (B2)	2159411	34.94	4444411	48.41
	TOTAL B (B1+B2)				
	GRAND TOTAL (A+B)	6180000	100	9180000	100

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*The shareholding specified is as on 31st March, 2026

r) The Current and Proposed Status of the Allottee(s) post the preferential issue;

Name of the Proposed Allottee(s)	Current Status of the allottee(s)	Proposed Status of the allottee(s)
Kanak Mangal	Promoter	Promoter
M/s. Trisha Venture LLP	Non - Promoter	Non -Promoter
Mrs. Aruna Chanchal Singh Rajora	Non - Promoter	Non -Promoter
Satyen J Mamtora	Non - Promoter	Non - Promoter

Arron insurance brokers private limited	Non - Promoter	Non - Promoter
Savas engineering company private limited	Non - Promoter	Non - Promoter

s) **Listing:**

The Company will make an application to National Stock Exchange of India at which the existing shares are already listed, for listing of the equity shares being issued on swap shares and conversion of Convertible Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

t) **Practicing Company Secretary Certificate**

The Certificate being issued by Vishal Manseta, Practicing Company Secretary, (having Membership No: 14075 and COP No: 8981) certifying that the issue of Convertible Warrants and Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at <https://kontorspace.in/>

u) **Other Disclosures/Undertaking:**

1. Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations read with Schedule VI are not applicable.
2. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. The Company is in compliance with the conditions for



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continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

4. The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

5. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

None of the Directors / Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

ITEM NO. 7: TO APPOINT SECRETARIAL AUDITORS FOR A PERIOD OF FIVE CONSECUTIVE YEARS

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed Company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report



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to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years or an individual as Secretarial Auditor for not more than one term of five consecutive years, with shareholder approval to be obtained at the General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Vishal Manseta, Practicing Company Secretary, as the Secretarial Auditors of the Company for a period of five consecutive years, from April 1, 2025 to March 31, 2030. The appointment is subject to shareholders' approval at the General Meeting.

Vishal N Manseta, Practicing Company secretary firm established in 2010. Headed by CS Vishal N Manseta, is a qualified Company Secretary, prior to establishing a PCS Firm he had over 9 years of experience in the field of Accounts, Finance and Compliance Assistant Company Secretary with well-established Companies/Firms. Mr. Manseta has wide experience in Corporate Secretarial Work, SEBI Regulations, Secretarial Audit, Finance, Taxation, Due Diligence etc. The terms and conditions of Mr. Vishal Manseta's appointment include a tenure of five years, from April 1, 2025, to March 31, 2030. The fixed remuneration for the Secretarial Auditors for the financial year 2025-26 is set at ` 25,000/- (Rupees Twenty-Five Thousand only), plus applicable taxes and other out-of pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work and expertise required to conduct the audit effectively. Additional fees for statutory certifications, if any, will be determined separately by the management, in consultation with Mr. Vishal Manseta, and will be subject to approval by the Board of Directors and/or the Audit Committee.

Mr. Vishal Manseta has provided his consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of Mr. Vishal Manseta as the Secretarial Auditors of the Company. The Board recommends passing of the Ordinary Resolution as set out at item no. 2 of the accompanying Notice for approval by the Members of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise.



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ITEM NO. 3: REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR Ms. JESSICA GANDHI (DIN:10432452) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Ms. Jessica Hareesh Gandhi (**DIN: 10432452**), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 10th April, 2026, with effect from such Board meeting. In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. JESSICA GANDHI shall hold office up to the date of the forthcoming Extraordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years. A brief profile of Ms. **JESSICA GANDHI**, including nature of her expertise, is provided as Annexure-II of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Ms. **JESSICA GANDHI (DIN: 10432452)** from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Ms. **JESSICA GANDHI** declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013. None of the Directors / Key Managerial Personnel of the Company other than Ms. **JESSICA GANDHI**, are concerned or interested, financially or otherwise, in the resolution.



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ANNEXURE-II

Brief resume of Directors being appointed/re-appointed (in pursuance of Regulation 36(3) (a) of the Listing Regulations) and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re- appointment

Sr. No.	Particulars	Details
1	Name of Person	Jessica Haresh Gandhi
2	Date of Birth	01-12-1992
3	Age	34
4	Date of Appointment	10 th April 2026
5	Expertise in Specific Functional area	Company Law, Securities Laws, Corporate Governance, and Regulatory Compliance.
6	Experience	8 Years
7	Brief Resume	Professional with over 5 years of experience in the areas of Company Law, Securities Laws, Corporate Governance, and Regulatory Compliance, including matters relating to SEBI regulations. Possesses significant expertise in handling secretarial and compliance functions for both listed and unlisted companies. Experienced in managing Board and Shareholder matters, corporate actions, regulatory filings, and ensuring compliance with applicable statutory and legal requirements, while maintaining high standards of corporate governance and regulatory adherence
8	Qualifications	An Associate Member of the Institute of Company Secretaries of India (ICSI) and a graduate of the University of Mumbai
9	Terms & conditions of Appointment	With effect from 10-04-2026 Ms. Jessica Gandhi shall be Director of the Company for the 5 financial years
10	No. of Board Meetings attended	1

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11	List of other than Indian Directorships/partnership held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12	Number of Shares held in the Company	NIL
13	Relationship with other Directors	Not related to any of the directors of the Company.



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Annexure-1:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold on fully diluted basis
Kanak Mangal	Promoter	Not Applicable	715000 Warrant	Non - QIB	51.56
M /s. Trisha Venture LLP	Non Promoter	Bulbul Kulariya	500000 Warrant	Non - QIB	5.45
Mrs. Aruna Chanchal Singh Rajora	Non Promoter	Not Applicable	100000 Warrant	Non - QIB	1.09
Satyen J Mamtara	Non Promoter	Not Applicable	675000 Equity Shares	Non - QIB	7.35
Arron Insurance Brokers Private Limited	Non Promoter	Not Applicable	675000 Equity Shares	Non - QIB	7.35
Savas Engineering Company Private limited	Non Promoter	Jitendra U. Mamtara	335000 Equity Shares	Non - QIB	3.65

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