



# SANCODE TECHNOLOGIES LIMITED

CIN: U74900MH2016PLC280315

**Registered Office:** 403, Shreya House, Parera Hill Road, Chakala, Andheri (East),  
Mumbai, Maharashtra, India, 400099

**Website:** [www.sancodetech.com](http://www.sancodetech.com), **Contact:** 022 49622853, **Email:** [info@sancodetech.com](mailto:info@sancodetech.com)

## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of **Sancode Technologies Limited** (hereinafter referred to as the “the Company”) will be held on Tuesday, the 19<sup>th</sup> day of August 2025 at 01.00 P.M. IST at the Registered Office of the Company situated at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, Maharashtra, India, 400099, to transact the following businesses:

## SPECIAL BUSINESSES

### ITEM NO. 1:

#### TO INCREASE IN THE AUTHORIZED SHARE CAPITAL 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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 4,50,00,000/- (Rs. Four Crores Fifty Lakhs only) divided into 44,00,000 Equity Shares of ₹10/- each comprising of ₹ 4,40,00,000 and 1,00,000 Compulsorily Convertible Preference Shares of ₹ 10/- each comprising of ₹ 10,00,000/- to Rs. 6,50,00,000 (Six Crore Fifty Lakhs only) divided into 64,00,000 Equity Shares of ₹10/- each comprising of ₹ 6,40,00,000/- and 1,00,000 Compulsorily Convertible Preference Shares of ₹ 10/- each comprising of ₹ 10,00,000/- by creating additional Rs. 2,00,00,000/- divided into 20,00,000 equity shares (Twenty Lakh) Equity shares of Rs. 10/- (Rs. Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting the following in its place:

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***“The Authorised Capital of the Company is Rs. 6,50,00,000 (Rupees Six Crore Fifty Lakhs only) divided into 64,00,000 Equity Shares of ₹10/- each comprising of ₹ 6,40,00,000/- and 1,00,000 Compulsorily Convertible Preference Shares of ₹ 10/- each comprising of ₹ 10,00,000/- with power to increase/reduce/alter/divide the same in such manner as may be permitted by the Act or as provided by the Articles of Association of the Company.”***

**RESOLVED FURTHER THAT** Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**ITEM NO. 2:**

**TO CONSIDER AND APPROVE ISSUANCE OF 11,11,111 CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS FOR CONSIDERATION IN CASH:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) 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 (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”), and the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, 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, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches up to 11,11,111 (Eleven Lakh Eleven Thousand One Hundred Eleven only) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to 1 (one) Equity Share per Warrant,

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Equity Shares having face value of Rs. 10/- (Rupee Ten Only) each to the proposed allottee(s) as mentioned below, for cash consideration at an issue price of Rs. 54/- (Rupees Fifty-Four only) per Warrant including a premium of Rs. 44/- (Rupees Forty-Four only) ('Warrant Issue Price') per Warrant, aggregating up to Rs. 5,99,99,994/- (Rupees Five Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Four only) by way of a preferential issue on a private placement basis ('**Preferential issue**') (hereinafter 'Issue of Warrants') to the following persons as follows:

**Details of proposed allottees of convertible warrants:**

SN.	Name of proposed allottees	No. of warrant proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	ZNL STARTUP ACCELERATOR LLP	4,44,444	Promoter	Promoter
2.	NORTH STAR OPPORTUNITIES FUND VCC-LIGHTHOUSE CAPITAL INCORPORATED VCC SUB- FUND	6,66,667	Non-Promoter	Non-Promoter

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants will be Friday, July 18, 2025 being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

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- ii The said Warrants shall be issued and allotted by the Company to Promoter and Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry 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 along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi 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 including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh

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approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**By order of the Board of Directors of  
Sancode Technologies Limited**

**Sd/-  
Mihir Deepak Vora  
Managing Director  
DIN: 08602271**

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Place: Maharashtra  
Date: July 24, 2025

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
5. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, Maharashtra, India, 400099 of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company situated at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093, for:

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- (a) intimating any change in their address and/or bank mandate;
  - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
  - (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) Any other queries with respect to shares held by them.
6. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
7. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
8. The Board of Director appointed M/s. Dilip Swarnkar & Associates as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company.
9. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.
10. The remote e-voting shall commence on Saturday, 16<sup>th</sup> August, 2025 at 09:00 a.m. (IST) and shall end on Monday, 18<sup>th</sup> August, 2025 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Tuesday 12<sup>th</sup> August, 2025 may cast their vote electronically.
11. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The

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abovementioned documents are also available for download on the Company's website i.e. [www.sancodetech.com](http://www.sancodetech.com) and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

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

- i. The voting period begins on 16<sup>th</sup> August, 2025 at 09:00 AM and ends on 18<sup>th</sup> August, 2025 at 05:00 PM. 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 12<sup>th</sup> August, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional 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.

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- 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 **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link</li> </ol>

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	<p><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can Click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>.</li> </ol>

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	<p>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 <b>BIGSHARE</b> and you will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

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

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Contact No. – (022)49622853

**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).*

- 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.

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- 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:**

- 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.

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- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

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

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

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

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22, 022-62638338

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES:**

**In respect of Item No. 1:**

Considering the overall business growth, future expansion and the operational needs, the Company needs to raise funds for its operations by various means. Further, raising of funds by way of issuance of equity shares requires the sufficient Authorised Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share Capital of the Company.

Considering the aforesaid, the Board of Directors at its meeting held on Thursday, July 24, 2025, subject to the approval of the members of the Company, considered, approved and recommended to increase in the Authorised Share Capital of the Company from existing Rs. 4,50,00,000/- (Rs. Four Crores Fifty Lakhs only) divided into 44,00,000 Equity Shares of ₹10/- each comprising of ₹ 4,40,00,000 and 1,00,000 Compulsorily Convertible Preference Shares of ₹ 10/- each comprising of ₹ 10,00,000/- to Rs. 6,50,00,000 (Six Crores Fifty Lakhs only) divided into 64,00,000 Equity Shares of ₹10/- each comprising of ₹ 6,40,00,000/- and 1,00,000 Compulsorily Convertible Preference Shares of ₹ 10/- each comprising of ₹ 10,00,000/- by creating additional Rs. 2,00,00,000/- divided into 20,00,000 equity shares (Twenty Lakh) Equity shares of Rs. 10/- (Rs. Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company also needs to be altered for increase in the Authorised Share Capital of the Company.

Pursuant to the provisions of Section 13, and 61 of the Companies Act, 2013, any amendment in Memorandum of Association pursuant to alteration of share capital requires the approval of the members of the Company by way of an ordinary resolution.

The Board recommends the resolution for the approval of Members by way of Ordinary Resolution.

Copy of the existing Memorandum of Association with proposed alterations, will be made available for inspection at the Registered office of the Company on any working day between 11:00 a.m. and 1:00 p.m. up to the date of the EGM. The aforesaid documents will also be available for inspection electronically as the same would be uploaded on the website of the Company at [www.sancodetech.com](http://www.sancodetech.com)

None of its Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in the aforesaid resolution.

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## **In respect of Item No. 2:**

The members are being informed that considering the future growth prospects for expansion of business operations by venturing into new age technologies like semiconductor by exploring design and packaging opportunities in semiconductor space either directly or through some potential Joint venture partner. And also explore opportunities in Artificial Intelligence Technologies hence the Company has been exploring various options for raising funds.

Considering the above, the Board of Directors of the Company in its meeting held on Thursday, July 24, 2025, subject to the approval of the members of the Company and other regulatory approvals, considered and approved the proposal for raising funds by way of issuance and allotment of

- a) Up to 11,11,111 Convertible share warrants at an issue price Rs. 54/- (Including premium of Rs. 44/-) to the promoter and non-promoter on preferential basis.

In accordance with section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations"), the approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

**Information required in respect of the proposed issue of Convertible share Warrants, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.**

### **1. Purpose(s) and Object(s) of the Issue and particulars of the offer**

The Company proposes to raise funds by issue of Convertible warrants through preferential allotment on private placement basis. The funds raised through the proposed issue will be utilized for the purpose as mentioned below:

<b>Sr. No.</b>	<b>Object</b>	<b>Amount</b>
1	Expansion of business operations by venturing into new age technologies like semiconductor by exploring design and packaging opportunities in semiconductor space either directly or through some potential Joint venture partner. And also explore opportunities in Artificial Intelligence Technologies.	4,55,99,995
2	General Corporate Purpose	1,43,99,999
	<b>Total</b>	<b>5,99,99,994</b>

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The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

- 2. Kind of Securities:** Convertible Share Warrants
- 3. Maximum number of specified securities to be issued, and the price at which security is being offered**

It is proposed to issue and allot in aggregate:

- a) Up to 11,11,111 Convertible share warrants at an issue price Rs. 54/- (Including premium of Rs. 44/-) to the promoter and non-promoter on preferential basis.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- 4. Date of passing Board Resolution:** Thursday, July 24, 2025.
- 5. Amount which the Company intends to raise by way of such issue of securities**

Aggregating up Rs. 5,99,99,994/- (Rupees Five Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Four only) as per the Item No. 2.

- 6. Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel or senior management 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**

None of the Promoters, Directors or Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except below mentioned:

SN.	Name of the proposed allottee	Category/Designation/Relation	Securities proposed to be allotted
1.	ZNL STARTUP ACCELERATOR LLP	Promoter	4,44,444

- 7. Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

The Equity Shares of Company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Friday, July 18, 2025 and are frequently traded in accordance with SEBI ICDR Regulations.

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Accordingly, the Price of the Equity Shares pursuant to conversion of Warrants to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with regulation 164 of the SEBI ICDR Regulations.

Regulation 164 of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made and accordingly, the minimum price of the Equity Shares shall be the higher of:

- a) The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- b) The 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

As per the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Share can be issued is Rs. 53.66/-.

Further the issue of Equity Shares pursuant to conversion of Warrants may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

Hence the Company has obtained a valuation certificate from Mr. Bhavesh M Rathod, Chartered Accountants, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer') certifying the price of Convertible Share Warrants in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the company and Website link is [www.sancodetech.com](http://www.sancodetech.com). The present issue price is fixed at Rs. 54/- (Rupees Fifty-Four only) per Warrant.

The Company proposes to issue the Convertible Share Warrants at an issue price of Rs. 54/- (Rupees Fifty-Four only) per Equity Share which is not less than the minimum price computed in accordance with Regulation 164 of the SEBI ICDR Regulations.

## **8. Pricing of Preferential Issue**

The Equity Shares of the Company are listed on the BSE Limited. There is frequent trading of Shares of the Company on BSE Limited in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. Further the issue of Equity Shares pursuant to conversion of Warrants may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

The Company has obtained a valuation certificate from Mr. Bhavesh M Rathod, Chartered Accountants, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer') certifying the price of Convertible Share Warrants in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated

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on the Website of the company and Website link is [www.sancodetech.com](http://www.sancodetech.com). The present issue price is fixed at Rs. 54/- (Rupees Fifty-Four only) per Warrant.

#### 9. Method of determination of price as per the Articles of Association of the Company

Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Accordingly, each Equity Share pursuant to conversion of Warrants of the face value of Rs. 10/- is issued at a price of Rs. 54/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

#### 10. Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Regulation 161 of the SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Friday, July 18, 2025 i.e. (30 (thirty) days prior to the date of this EGM.

#### 11. The names and Identity of proposed allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

SN.	Name of proposed allottees	Beneficial Ownership	Current Status / Category	Proposed Status / Category	*Pre Issue Shareholding		No. of Warrants to be allotted	#Post Issue Shareholding	
					No of share	%		No of share	% of the post Capital
1	ZNL STARTUP ACCELERATOR LLP	Amit Vijay Jain	Promoter	Promoter	14,92,881	36.69	4,44,444	19,37,325	37.40
2	NORTH STAR OPPORTUNITIES FUND VCC- LIGHHOUSE CAPITAL INCORPORATED VCC SUB- FUND	Not applicable*	Non-promoter	Non-promoter	-	-	6,66,667	6,66,667	12.87

*\*Note – The Allottee is Category – I Foreign Portfolio Investors, hence the Ultimate Beneficial Ownership disclosure is exempt.*

*\*The pre preferential Issue shareholding pattern as on the March 31, 2025 as available on the Stock Exchange website i.e. [www.bseindia.com](http://www.bseindia.com)*

*# The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into equity shares.*

#### 12. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities and as well as price:

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The Company has not made any preferential allotment during the year.

### 13. Shareholding Pattern before and after the issue:

SN.	Category	*Pre-issue		#Post Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
<b>A</b>	<b>Promoters and Promoter Group Holding</b>				
1	Individuals/Hindu undivided Family	14,59,640	35.87	14,59,640	28.18
	Bodies Corporate	14,92,881	36.69	19,37,325	37.40
	<b>Sub Total (A) (1)</b>	<b>29,52,521</b>	<b>72.56</b>	<b>33,96,965</b>	<b>65.58</b>
2	Foreign	0.00	0.00	0.00	0.00
	Promoters/ Promoter Group	0.00	0.00	0.00	0.00
	Individuals / HUF	0.00	0.00	0.00	0.00
	Bodies Corporate	0.00	0.00	0.00	0.00
	<b>Sub Total (A) (2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Sub Total (A)</b>	<b>29,52,521</b>	<b>72.56</b>	<b>33,96,965</b>	<b>65.58</b>
B1	Institutions (Domestic)	0.00	0.00	0.00	0.00
	Alternative Investment Fund	0.00	0.00	0.00	0.00
	<b>Sub Total B1</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
B2	Institutions (Foreign)	0.00	0.00	0.00	0.00
	Foreign Portfolio Investors Category I	0.00	0.00	6,66,667	12.87
B2	<b>Sub Total B2</b>	<b>0.00</b>	<b>0.00</b>	<b>6,66,667</b>	<b>12.87</b>
B3	Central Government/ State Government(s)/ President of India	0.00	0.00	0.00	0.00
B4	Non-Institutions	0.00	0.00	0.00	0.00
	Key Managerial Personnel	0.00	0.00	0.00	0.00
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	6,24,607	15.35	6,24,607	12.06
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,93,239	4.75	1,93,239	3.73
	Bodies Corporate	1,63,500	4.02	1,63,500	3.16
	Non-Resident Indians (NRIs)	16,500	0.41	16,500	0.32
	Any Other (specify)	58,500	1.44	58,500	1.13

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Firm/Trust	0.00	0.00	0.00	0.00
HUF	60,000	1.47	60,000	1.16
<b>Sub Total B4</b>	<b>11,16,346</b>	<b>27.44</b>	<b>11,16,346</b>	<b>21.55</b>
<b>B=(B1+B2+B3+B4)</b>	<b>11,16,346</b>	<b>27.44</b>	<b>17,83,013</b>	<b>34.42</b>
<b>Total (A+B)</b>	<b>40,68,867</b>	<b>27.44</b>	<b>51,79,978</b>	<b>100.00</b>

*\*The pre preferential Issue shareholding pattern as on the March 31, 2025 as available on the Stock Exchange website i.e. [www.bseindia.com](http://www.bseindia.com)*

*# The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares and Warrants and conversion into equity shares.*

#### **14. Proposed time frame within which the issue or allotment shall be completed:**

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of Convertible Warrants of the Company to the proposed allottees on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

#### **15. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment**

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

#### **16. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer: Not applicable.**

#### **17. Lock-in period**

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and shall be locked in for such further period(s).

#### **18. Listing of the proposed shares**

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend.

#### **19. Certificate of Practicing Company Secretary:**

**SANCODE TECHNOLOGIES LTD**

CIN: U74900MH2016PLC280315 | Website: [www.sancodetech.com](http://www.sancodetech.com)

**Reg. Office** – 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai

Maharashtra, India, 400099

Email id – [info@sancodetech.com](mailto:info@sancodetech.com)

Contact No. – (022)49622853

The certificate from, M/S Dilip Swarnkar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [www.sancodetech.com](http://www.sancodetech.com).

**20. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

SN.	Name of proposed allottees	Current & Proposed Status / Category	*Pre Issue Shareholding		No. of Warrants to be allotted	#Post Issue Shareholding	
			No of share	%		No of share	% of the post Capital
1	ZNL STARTUP ACCELERATOR LLP	Promoter	14,92,881	36.69	4,44,444	19,37,325	37.40
2	NORTH STAR OPPORTUNITIES FUND VCC-LIGHTHOUSE CAPITAL INCORPORATED VCC SUB- FUND	Non-promoter	-	-	6,66,667	6,66,667	12.87

\*The pre preferential Issue shareholding pattern as on the March 31, 2025 as available on the Stock Exchange website i.e. [www.bseindia.com](http://www.bseindia.com)

# The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion into equity shares.

**21. Current and Proposed Status of Allottees:**

SN.	Name of proposed allottees	No. of warrant proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	ZNL STARTUP ACCELERATOR LLP	4,44,444	Promoter	Promoter
2.	NORTH STAR OPPORTUNITIES FUND VCC-LIGHTHOUSE CAPITAL INCORPORATED VCC SUB- FUND	6,66,667	Non-Promoter	Non-Promoter

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## 22. Other Disclosures/ Undertakings

- a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations.
- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date.
- h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- j) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.
- k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing

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Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- m) The Company has obtained Permanent Account Numbers of the proposed allottees.
- n) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- o) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment of Convertible Warrants to the promoter and non-promoter on a preferential basis, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors recommend passing of Special Resolutions as set out in Item No. 2 of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

Except Mr. Amit Vijay Jain, Mr. Mihir Deepak Vora and their relatives, None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

**By order of the Board of Directors of  
Sancode Technologies Limited  
Sd/-  
Mihir Deepak Vora  
Managing Director  
DIN: 08602271**

**Registered Office:**  
403, Shreya House,  
Parera Hill Road,  
Chakala, Andheri (East),  
Airport, Mumbai,  
Maharashtra, India, 400099  
Website: [www.sancodetech.com](http://www.sancodetech.com)  
Email: [info@sancodetech.com](mailto:info@sancodetech.com)  
Contact: 022 49622853

Place: Mumbai  
Date: July 24, 2025

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Contact No. – (022)49622853



### ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the Registered Office of the Company situated at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Mumbai, Maharashtra, India, 400099, on Tuesday, August 19, 2025 at 01:00 PM.

<b>Full Name</b>	
<b>Address</b>	
<b>Folio No.</b>	
<b>DP ID No.</b>	
<b>Client ID No.</b>	
<b>No. of Shares Held</b>	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

\_\_\_\_\_  
**Full name of the Shareholder/Proxy**

(in block letters)

\_\_\_\_\_  
**Signature of Shareholder/Proxy**

**Note: Only Member/Proxy holder can attend the meeting.**

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### Proxy Form

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

**Name of the Member(s):**

---

**Registered address:**

---

**E-mail Id:**

---

**Folio No./Client ID No.**

---

**DP ID No.**

---

I/We, being the holder(s) of \_\_\_\_\_ Equity Shares of Company, appoint:

1. Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ or failing him/her  
Signature: \_\_\_\_\_
2. Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ or failing him/her  
Signature: \_\_\_\_\_
3. Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ or failing him/her  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, August 19, 2025 at 01:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Increasing in Authorised Share Capital of Company.
2. To consider and approve issuance of 11,11,111 convertible warrants on a preferential basis for consideration in cash.

Signed this \_\_\_\_\_ day of 2025

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note:**

- a) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) A proxy need not be a member of the Company.
- c) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.

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- d) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- e) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- f) This is optional please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns “For”, “Against”. In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.
- g) An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
- h) An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- i) The Proxy-holder should prove his identity at the time of attending the meeting.
- j) An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
- k) A proxy form which does not state the name of the Proxy should not be considered valid.
- l) If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
- m) If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
- n) If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
- o) A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- p) A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
- q) Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
- r) Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

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### BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

#### Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Tuesday, August 19, 2025 at 01:00 PM by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	To Increasing in Authorised Share Capital of Company.			
2.	To consider and approve issuance of 11,11,111 convertible warrants on a preferential basis for consideration in cash			

**Signature: Shareholder/Authorized Representative**

Place:

Date:

**Note: Please read the instructions given below carefully before exercising your vote.**

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Contact No. – (022)49622853

### **INSTRUCTIONS**

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (✓) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.sancodetech.com](http://www.sancodetech.com) within two working days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.

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Contact No. – (022)49622853

## ROUTE MAP

**ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF COMPANY**

**VENUE – 403, SHREYA HOUSE, PARERA HILL ROAD, CHAKALA, ANDHERI (EAST), MUMBAI, MAHARASHTRA, INDIA, 400099**

**DATE - TUESDAY, AUGUST 19, 2025**

**TIME - 01:00 P.M.**



## **SANCODE TECHNOLOGIES LTD**

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