

NOTICE CALLING BOARD MEETING

Date: 07th March 2026

To,
The Board of Directors,
ICODEX PUBLISHING SOLUTIONS LIMITED
Registered Office Address: 102, First Floor, Suman Business Park,
Kalyani Nagar, Viman Nagar, Pune - 411014, Maharashtra, India.

This is to inform you that a meeting of the Board of Directors is scheduled to be held at Shorter Notice as per details given below:

Meeting Number	08/2025-26
Day and Date	Wednesday, 11 th March 2026
Mode of Meeting	Video Conference/OAVM Facility
Deemed Place of Business	102, First Floor, Suman Business Park, Kalyani Nagar, Viman nagar, Pune, Maharashtra, India, 411014
Time	12:30 PM (IST)

The agenda of the meeting and draft of resolutions proposed to be presented for approval of the board are enclosed for your perusal.

The meeting can be accessed by logging onto the URL link which will be provided to you through Email.

You are requested to make it convenient to attend the meeting. Please submit leave of absence in case you are not in a position to attend the meeting.

For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at admin@icodexsolutions.com or contact Ms. Reema Thayakaran Contact No. +91 90804 66993.

Please acknowledge receipt of this notice

Kindly make it convenient to attend the meeting.

Yours faithfully,
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
ICODEX PUBLISHING SOLUTIONS LIMITED

KAMALAKKANNAN GOVINDARAJ
MANAGING DIRECTOR
DIN: 08144289
ADDRESS: D401 EVORY SOCIETY, BAID ROAD,
WAGHOLI, PUNE-412207

PLACE: PUNE, INDIA

AGENDA OF BOARD MEETING SCHEDULED TO BE HELD ON WEDNESDAY, 11TH MARCH 2026.

Agenda No.	Contents
1.	To elect the chairperson of the meeting and ascertain the quorum for the meeting.
2.	To grant leave of absence, if any.
3.	To take note of minutes of the previous Audit Committee Meeting held on 11 th November 2026.
4.	To take note of minutes of the previous Nomination and Remuneration Meeting held on 11th November 2026.
5.	To take note of minutes of the previous Board Meeting held on 11th November 2026.
6.	To take note of resignation tendered by Mr. Vaibhav Ashok Rupnar (PAN: AGQPR4390G) as Chief Financial Officer of the Company.
7.	To take note of resignation of Mr. Anand Pravin Pande (DIN: 07245254) from the post of Directorship of the Company.
8.	To take note of resignation of CS Mohini Talhar (Membership No.: A62080) as Company Secretary of the Company.
9.	To discuss and appoint CS Nandini Kanak Shah (Membership. No. A79747) as the Company Secretary of the Company.
10.	To consider, authorize and approve transactions with related parties covered under Section 188 of the Companies Act, 2013 for FY 2025-26.
11.	To approve shifting of the registered office of the Company within the local limits of the city.
12.	To discuss and increase the Sitting Fees paid to the Independent Directors of the Company.
13.	To approve appointment of M/s KPRC and Associates, Company Secretaries as the Secretarial Auditors of the Company for the Financial Year 2025-26.
14.	To appoint M/s PSSJ & Co LLP (FRN:- 117359W/W100966) as the Internal Auditor of the Company for the Financial Year 2025-26.
15.	To discuss any other matter with the permission of chairperson.

**Yours faithfully,
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
ICODEX PUBLISHING SOLUTIONS LIMITED**

**KAMALAKKANNAN GOVINDARAJ
MANAGING DIRECTOR
DIN: 08144289
ADDRESS: D401 EVORY SOCIETY, BAID ROAD,
WAGHOLI, PUNE-412207**

PLACE: PUNE, INDIA

DETAILED NOTES TO THE AGENDA OF BOARD MEETING SCHEDULED TO BE HELD ON WEDNESDAY, THE 11TH DAY OF MARCH 2026 ALONG WITH PROPOSED RESOLUTIONS TO BE PASSED AT THE MEETING.

Agenda No. 1:

To elect the Chairperson of the meeting and ascertain the quorum for the meeting:

The Chairperson of the meeting would be elected by the Board as per Articles of Association of the Company and provisions of section 174 of the Companies Act, 2013. After the election of the Chairperson, the Board shall ascertain the quorum as required under Section 173 of the Companies Act, 2013 and if the quorum is sufficient, the meeting shall be convened accordingly. The Members participating in the meeting through video conference shall also be considered for the quorum. The Chairperson shall take on record and verify their attendance.

Agenda No. 2:

To grant leave of absence, if any:

The Company will consider and grant leave of absence to the Director from whom a request for such leave has been received by the Company regarding his inability to attend the meeting.

Agenda No. 3:

To take note of minutes of the previous Audit Committee meeting held on 11th November 2026:

The Minutes of the previous meeting of the Audit Committee held on 11th November 2025 entered in the minutes book to be noted and taken on record.

Agenda No. 4:

To take note of minutes of the previous Nomination and Remuneration Meeting held on 11th November 2026:

The Minutes of the previous meeting of the Nomination and Remuneration Committee held on 11th November 2025 entered in the minutes book to be noted and taken on record.

Agenda No. 5:

To take note of minutes of the previous board meeting held on 11th November 2026:

The board to review and take note of the final minutes of the last board meeting held on 14th November 2025.

Agenda No. 6:

To take note of resignation tendered by Mr. Vaibhav Ashok Rupnar (PAN: AGQPR4390G) as Chief Financial Officer of the Company:

This is to inform the Board that the Company is in receipt of the resignation letter dated 13th February 2026 from Mr. Vaibhav Ashok Rupnar (PAN: AGQPR4390G), the Chief Financial Officer of the Company.

The Board is requested to take note of resignation tendered by Mr. Vaibhav Ashok Rupnar (PAN: AGQPR4390G) from the position of the Chief Financial Officer of the Company with effect from the closing of business hours of 04th March 2026.

The board shall discuss the matter in detail and pass the following resolution with or without modification:

Draft Resolution:

“RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 thereunder and in accordance with the applicable provisions contained in the Memorandum of Association and Articles of Association of the Company, the resignation of Mr. Vaibhav Ashok Rupnar (PAN: AGQPR4390G), from the post of Chief Financial Officer of the Company be and is hereby accepted and he be relieved from all the liabilities and responsibilities of the Company with effect from the closing of business hours of 04th March 2026.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and incidental to give effect to the foregoing resolution, including filing of necessary forms with the Registrar of Companies, for his resignation.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any director on the Board of the Company may be furnished to any concerned authority as may be required.”

Agenda No. 7:

To take note of resignation of Mr. Anand Pravin Pande (DIN: 07245254) from the post of directorship of the Company.

This is to inform the Board that the Company is in receipt of the resignation letter dated 04th March 2026 from Mr. Anand Pravin Pande (DIN: 07245254), the Director of the Company.

The Board is requested to take note of resignation tendered by Mr. Anand Pravin Pande (DIN: 07245254) from the office of Directorship of the Company with effect from the closing of business hours of 04th March 2026.

The board shall discuss the matter in detail and pass the following resolution with or without modification:

Draft Resolution:

“RESOLVED THAT pursuant to the provisions of section 168 and all other applicable provisions of the Companies Act, 2013, read with the rules framed thereunder and in accordance with the applicable provisions contained in the Memorandum of Association and Articles of Association of the Company, the resignation of Mr. Anand Pravin Pande (DIN: 07245254) from the post of Directorship of the Company be and is hereby accepted and be relieved from all the liabilities and responsibilities of the Company with effect from the closing of business hours of 04th March 2026.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and incidental to give effect to the foregoing resolution, including filing of necessary forms with the Registrar of Companies, for his resignation.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any director on the Board of the Company may be furnished to any concerned authority as may be required.”

Agenda No. 8:

To take note of resignation of CS Mohini Talhar (Membership No.: A62080) as Company Secretary of the Company:

This is to inform the Board that the Company is in receipt of the resignation letter dated 04th March 2026 from CS Mohini Talhar (Membership No.: A62080), the Whole-Time Company Secretary of the Company.

The Board is requested to take note of resignation tendered by CS Mohini Talhar (Membership No.: A62080) from the position of the Whole-Time Company Secretary of the Company with effect from the closing of business hours of 04th March 2026.

The board shall discuss the matter in detail and pass the following resolution with or without modification:

Draft Resolution:

“RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 thereunder and in accordance with the applicable provisions contained in the Memorandum of Association and Articles of Association of the Company, the resignation of CS Mohini Talhar (Membership No.: A62080), from the post of the Whole-Time Company Secretary of the Company be and is hereby accepted and she be relieved from all the liabilities and responsibilities of the Company with effect from the closing of business hours of 04th March 2026.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and incidental to give effect to the foregoing resolution, including filing of necessary forms with the Registrar of Companies, for her resignation.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any director on the Board of the Company may be furnished to any concerned authority as may be required.”

Agenda No. 9:

To discuss and appoint CS Nandini Kanak Shah (Membership. No. A79747) as the Company Secretary of the Company:

The Chairperson to inform the Board that pursuant to the provisions Section 203 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration) Rules, 2014 and pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements), 2015, it is essential for the Company to appoint a whole-time Company Secretary who shall perform the duties as required under the Companies Act, 2013 and SEBI regulations as may be applicable and other duties as may be assigned by the Board from time to time.

Further, a reference shall be made to the Board for consideration and recommendation on the appointment of CS Nandini Kanak Shah (Membership. No. A79747) as the Company Secretary of the Company. Hence in view of this, the Board is of the opinion to appoint her as the compliance officer of the Company. A consent letter has also been received from CS Nandini Kanak Shah (Membership. No. A79747) in this regard which shall be placed before the Committee members.

The committee will discuss the matter and pass the following resolution with or without modifications:

Draft Resolution:

“RESOLVED THAT pursuant to the provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration) Rules 2014, (including any statutory modifications and re-enactments thereof for the time being in force) and pursuant to the applicable provisions as contained in the Memorandum of Association and Articles of Association of the Company, the Nomination and Remuneration Committee hereby recommends and approve the appointment of CS Nandini Kanak Shah (Membership. No. A79747), an Associate Member of the Institute of Company Secretaries of India holding prescribed qualifications under companies (Appointment and Qualification of Secretary) Rules 1988, subject to the consent of board of director of the Company, as Whole-time Company Secretary of the Company with immediate effect to perform the duties which may be performed by a Company Secretary under the Companies Act, 2013 and any other duties as may be assigned to her by the Board from

time to time on such terms and conditions including the terms of remuneration as per the appointment letter placed before the meeting and approved.

RESOLVED FURTHER THAT pursuant to Regulation 6 and 30 read with Clause 7 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Nandini Kanak Shah be and is hereby further designated and appointed as the “Compliance Officer” of the Company and authorized to make all the compliances as may be applicable to the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, various other SEBI regulations, Securities Contracts (Regulation) Act 1956, Industrial and Labour Laws as may be applicable to the Company from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 89 of the Companies Act, 2013, read with Rule 9(4) of the Companies (Management and Administration) Rules, 2014 as amended from time-to-time CS Nandini Kanak Shah (Membership. No. A79747) shall be the Designated Officer responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company, if any.

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorized to sign various documents and file form(s)/return(s) on behalf of the Company, as may be necessary, and to do all such acts, deeds, things and matters incidental to the position as per the Act and Rules made thereunder and under proper instructions/authorization from the Managing Director or Chairman of the Company.

RESOLVED FURTHER THAT in pursuance to the applicable provisions of the Companies Act, 2013 any member of the Nomination and Remuneration Committee be and is hereby authorized to do all the necessary acts, deeds, matters and things as may be required to give effect to the forgoing resolution from time to time.”

Agenda No. 10:

To consider, authorize and approve transactions with related parties covered under Section 188 of the Companies Act, 2013 for FY 2025-26:

It is proposed to enter into the transactions with the parties covered under the provisions of section 188 and 189 of the Companies Act 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), 2015. The list of such detailed transactions which are proposed to be entered with the parties covered under the provisions of Section 188 of the Companies Act, 2013, shall be placed before the meeting for perusal and confirmation.

The Board will discuss the matter in detail and will pass the following resolution with or without modification:

Draft Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188, 189 and all other applicable provisions, if any, of the Companies Act, 2013 (subject to any modification and re-enactment thereof), and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and pursuant to the recommendation of the Audit Committee of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to the transactions to be entered into by the Company with related parties in an ordinary course of business and at arms-length basis during the financial year 2025-26.

RESOLVED FURTHER THAT in pursuance to the applicable provisions of the Companies Act, 2013 any Executive Director of the Company be and is hereby authorized to do all the necessary acts, deeds, matters and things as may be required to give effect to the forgoing resolution from time to time.”

Agenda No. 11:

To discuss and authorize the board to shift the registered office of the Company within the local limits of the city:

It is to inform that it is proposed to shift the registered office of the Company for the administrative convenience from its present address "102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune, Maharashtra, India, 411014" To VistaCore Building situated at 3rd floor, plot No 29, Kalyani Nagar, Pune, 411006 The board may discuss the matter and pass the following resolution with or without modification in this regard:

Draft Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions of the Companies Act, 2013 read with Rule 27 of Companies (Incorporation) Rules, 2014 (including any statutory modifications, re - enactments and changes thereof) read with all the applicable provisions as contained in the Memorandum of Association and Articles of Association of the Company including any alteration made therein from time to time, the consent of the Board be and is hereby accorded to shift the registered office of the Company within the local limits of the city From: "102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune, Maharashtra, India, 411014" To VistaCore Building situated at 3rd floor, plot No 29, Kalyani Nagar, Pune, 411006" with effect from 01st April 2026.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby severally authorized to make applications and intimate the change of Registered Office address of the Company to various authorities including Banks, Income Tax authorities, DGFT authorities, Profession Tax authorities, RBI authorities, STPI authorities, Central Sales Tax authorities, GST authorities, ESI authorities and any other statutory authority whom the Company is dealing with.

RESOLVED FURTHER THAT any one of the directors of the Company, be and is hereby severally authorized to sign and file e-Form INC-22 and other documents with Ministry of Corporate Affairs, Registrar of Companies, Pune and do all such acts, deeds, matters and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified by any of the Director of the Company be furnished to anyone concerned or interested in the aforementioned matter."

Agenda No. 12:

To discuss and increase the Sitting Fees paid to the Independent Directors of the Company:

The chairperson is to inform the Board that the Company proposes to increase the sitting fees paid to the Independent Directors of the Company as per the prevailing market practices and considering the experience, time and effort put by them towards attending the Board and Committee meetings of the Company.

Draft Resolution:

"RESOLVED THAT subject to provisions of Section 197(5) and all other applicable provisions of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to provisions of Articles of Association of the Company, and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the Board of Directors be and is hereby accorded for the payment of sum of Rs. 50,000/- (Rupees Fifty Thousand only) as sitting fees for Board Meetings and Rs. 25,000/- (Twenty Five Thousand Only) for Committee Meetings to Independent Directors of the Company for attending the meetings of the Board and members of the Company (if any), attended by Independent Directors, w.e.f. day of passing this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters which are necessary, expedient, ancillary or incidental to give effect to the foregoing resolution.”

Agenda No. 13:

To approve the appointment of M/s KPRC and Associates, Company Secretaries as the Secretarial Auditors of the Company for the financial year 2025-26:

The Board members shall be informed that as per provisions of Section 204 of the Companies Act, 2013 read with the rules made thereunder, every listed Company is required to appoint Secretarial Auditor for conducting the Secretarial Audit of the Company.

The Board members shall further be informed that the Company has approached M/s KPRC & Associates, for the Secretarial Audit of the Company for the F.Y. 2025-2026 and that the Company had received their consent and eligibility letter for such appointment, which shall be placed for consideration and perusal of the Board. Pursuant

The Board members shall then be requested to consider the appointment of Secretarial Auditor for the F.Y. 2025-2026. The board may discuss the matter and pass the following resolution with or without modification in this regard:

Draft Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 and the applicable rules made thereunder, **M/s KPRC & Associates**, Practicing Company Secretaries be and is hereby appointed as the Secretarial Auditor of the Company for the F.Y. 2025-2026 for conducting Secretarial Audit for the functions and activities of the Company.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized to file the requisite forms and to do all such things as may be necessary in this regard to give effect to the above resolution.”

Agenda No. 13:

TO APPOINT M/s PSSJ & Co LLP (FRN:- 117359W/W100966) AS THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26

The Board members shall be informed that pursuant to provisions of Section 138 of the Companies Act, 2013 read together with the rules framed thereunder, every Listed Company is required to appoint Internal Auditor which may be either an individual or a partnership or a body corporate. The Board members shall then be requested to consider the appointment of M/s PSSJ & Co LLP (FRN:- 117359W/W100966) as Internal Auditor of the Company for the F.Y. 2025-2026 for conducting Internal Audit of the Company. A copy of Consent letter shall be placed before the Board for their consideration. The board may discuss the matter and pass the following resolution with or without modification in this regard:

Draft Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 138 of the Companies Act, 2013 and the applicable rules made thereunder, M/s PSSJ & Co LLP (FRN:- 117359W/W100966) be and is hereby appointed as the Internal Auditors of the Company for the F.Y. 2025-2026 for conducting internal audit of the functions and activities of

the Company with the objective of improving the internal financial and operating system of the Company on such terms with respect to scope, periodicity etc. as considered and recommended by the Board or management of the Company.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such things as may be necessary in this regard to give effect to the above resolution.”

Agenda No. 14:

ANY OTHER MATTER WITH THE PERMISSION OF CHAIRMAN.

The board members shall discuss the matter which is not specified in the above agenda items in the board meeting with the consent of the chairman of the meeting.

**Yours faithfully,
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
ICODEX PUBLISHING SOLUTIONS LIMITED**

**KAMALAKKANNAN GOVINDARAJ
MANAGING DIRECTOR
DIN: 08144289
ADDRESS: D401 EVORY SOCIETY, BAID ROAD,
WAGHOLI, PUNE-412207**

PLACE: PUNE, INDIA