

Date: 15th January, 2026

**To,
Department of Corporate Relations,
BSE Limited,
17th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.**

BSE CODE : 530565

SUBJECT: BOARD MEETING OUTCOME

Dear Sir/Madam,

In pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we would like to inform you that Board Meeting of the Company was held today i.e. on **Thursday, 15th January, 2026 at 03:00 p.m.** at the registered office of the Company, the Board has considered and approved the following matters:

- 1) Subject to the approval of Members of the Company in the ensuing Extraordinary General Meeting (EGM) and subject to the approval of Central Government name of the Company will be changed from "**POPEES CARES LIMITED**" to "**KOIYA INTERNATIONAL LIMITED**";
- 2) Regularisation of Mr. Saroj Kumar Choudhury (DIN: 11143083) as an Independent Director for term of five years w.e.f. 14-11-2025 to 13-11-2030, subject to the approval of shareholders of the Company in the ensuing Extraordinary General Meeting (EGM);

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated July 13, 2023 & November 11, 2024 are enclosed herewith **ANNEXURE - 1**

- 3) The Board took note of the resignation of Ms. Divya P.S., Company Secretary and Compliance Officer with effect from close of business hours on 15th January, 2026 and accepted the same;
- 4) The Board took note of the resignation of Mr. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728) Independent Director with effect from close of business hours on 15th January, 2026 and accepted the same;

- 5) The Board considered and approved the proposal for creation of charge/mortgage/hypothecation on the movable and/or immovable properties of the Company, present and/or future, in favour of banks/financial institutions/lenders, to secure the borrowings of the Company upto Rs. 100 Crores, subject to the approval of the shareholders by way of a Special Resolution in the ensuing Extraordinary General Meeting (EGM) under Section 180(1)(a) of the Companies Act, 2013;
- 6) The Board considered and approved the proposal to borrow money, from time to time, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company upto Rs. 100 Crores, subject to the approval of the shareholders by way of a Special Resolution in the ensuing Extraordinary General Meeting (EGM) pursuant to Section 180(1)(c) of the Companies Act, 2013;
- 7) The Board considered and approved the proposal for granting loan(s), guarantee(s) and/or providing security(ies) to entities in which directors are interested, in accordance with Section 185 of the Companies Act, 2013 and the applicable rules made thereunder upto Rs. 100 Crores, subject to the approval of the shareholders by way of a Special Resolution in the ensuing Extraordinary General Meeting (EGM);
- 8) The Board considered and approved the proposal to give loan(s), guarantee(s), provide security(ies) and/or make investment(s) upto Rs. 100 Crores which is in excess of the prescribed limits under Section 186 of the Companies Act, 2013, subject to the approval of the shareholders by way of a Special Resolution in the ensuing Extraordinary General Meeting (EGM);
- 9) Approved the Notice convening the Extraordinary General Meeting (EGM) of the Company which is scheduled to be held on Saturday, 21st February 2026 at 12:00 p.m. through Video- conference (VC)/ Other Audio-Visual Means (OAVM);
- 10) Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10(1) of the Companies (Management and Administration) Rules 2014 and as per Regulations 42 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Register of Beneficial Owners / Register of Members and share Transfer Books of the Company will remain closed From **Wednesday, 18th February 2026 to Friday, 20th February 2026 (both days inclusive) and Company has fixed Saturday, 14th February, 2026** as the "Cut-off Date" for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the Extraordinary General Meeting and to attend the General Meeting ;

- 11) Decided to provide the e-voting facility to the shareholders of the company for the ensuing Extraordinary General Meeting and for this CDSL has been appointed to provide remote e-voting and Voting at the Extraordinary General Meeting (EGM) and VC Facility from Purva Shareregistry (India) Pvt Ltd;
- 12) Appointed CS Suprabhat Chakraborty, Practicing Company Secretary proprietor of M/s. Suprabhat & Co. as a Scrutinizer to Scrutinize the e-voting and submit their report as prescribed under Companies Act, 2013.

The Meeting of the Board of Directors commenced at **03:00 P.M.** and concluded at **3.50 P.M.**

Kindly take the information on record.

Thanking you,

For Popees Cares Limited,

SHAJU THOMAS
Director
DIN: 06412983

ANNEXURE-1

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated July 13, 2023 & November 11, 2024

Sr.no	Particulars	Details
1	Name of the Director	Mr. Saroj Kumar Choudhury (DIN: 11143083)
2	Reason for change viz appointment, re-appointment, resignation, removal, death or otherwise	Regularisation as an Independent Director (Non-Executive Director) of the company Reason: to meet / comply provision of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
3	Date of Appointment & terms of appointment	With effect from 14th November, 2025 Tenure: 5 years w.e.f. 14-11-2025 to 13-11-2030 As agreed between Board of Directors and Mr. Saroj Kumar Choudhury
4	Brief Profile (in case of appointment of a Director)	Mr. Saroj Kumar Choudhury is a MBA graduate and having experience of more than 25 years. He will be serving as an Director (Non-Executive Independent) of the Company and will also be part of various committees of the Board. His term is subject to approval of members of the Company.
5	Disclosure of relationship between Directors (in case of appointment of a Director)	There is no relationship between the Directors and Mr. Saroj Kumar Choudhury

For Popees Cares Limited,

SHAJU THOMAS
Director
DIN: 06412983