KILBURN ENGINEERING LIMITED
CIN : L24232WB1987PLC042956
Regd. Office: 1901,19th Floor, Biowonder – Block A, 789, Anandapur, Eastern Metropolitan Bypass, Kolkata-700107
TEL: 033-6904-5700 **E-Mail:** cs@kilburnengg.com ; **Website:** www.kilburnengg.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Eighth (38th) Annual General Meeting of Kilburn Engineering Ltd ("Company or KEL or Kilburn") will be held on Tuesday, 29th September, 2026 at 02:30 P.M.(IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt

(a) the audited standalone financial statements for the year ended 31st March, 2026 together with the reports of Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statements for the year ended 31st March, 2026 together with the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 consisting of the Balance Sheet as on 31st March, 2026, Profit & Loss Account and Cash Flow Statement for the year ended on that date, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted**."**

2. To declare final dividend of ₹ 3/- per equity share for the Financial Year 2025 – 26 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT final dividend at the rate of ₹ 3/- (Rupees Three only) per equity share of ₹ 10 (Rupees Ten only) each fully paid up of the Company be and is hereby declared for the financial year ended 31st March, 2026 and the same be paid as recommended by the Board of Directors of the Company**."**

3. To appoint a Director in place of Mr. Navin Nayar (DIN 00136057), who retires by rotation and being eligible offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Navin Nayar (DIN 00136057), Director, who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation**."**

4. To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413), who retires by rotation and being eligible offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amritanshu Khaitan (DIN: 00213413), Director, who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation**."**

SPECIAL BUSINESS:

5. Ratification of Remuneration to Cost Auditor for Financial Year 2026-27.

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 framed thereunder (the "Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Audit Committee and approved by the Board of Directors of the Company, remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) per annum plus applicable taxes, travel and out of pocket expenses/ incidental expenses to be paid to M/s. D. Sabyasachi & Co., Cost Accountants (Firm Registration No. 000369), appointed by the Board of Directors of the Company as Cost Auditor on the recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Company Secretary be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Material Modification of earlier approved Material Related Party Transactions between the Company and Firstview Trading Private Limited, a Promoter Company.**

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

"RESOLVED THAT in partial modification of Resolution No. 8 passed by the Members of the Company at the 37th Annual General Meeting (AGM) held on September 25, 2025 and pursuant to the provisions of Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for enhancement of the limit of Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Firstview Trading Private Limited ("FTPL"), a Promoter Company and a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for availing Corporate Guarantee from FTPL, from the existing approved aggregate value of ₹51 Crores (inclusive of fees) to an aggregate value not exceeding ₹ 117.30 Crores (Rupees One Hundred Seventeen Crores Thirty Lakhs only) (inclusive of fees) at any point of time, as more particularly explained in the Explanatory Statement annexed to this Notice, in favour of PNB Investment Services Limited (PNBISL), acting as the Security Trustee, or such other security trustee(s), for securing the enhanced working capital/other credit facilities sanctioned to the Company by the consortium of Lenders, on such terms and conditions as may be mutually decided between the Company and FTPL, provided that the said contract(s)/arrangement(s)/agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

RESOLVED FURTHER THAT except for the modification mentioned above, all other terms and conditions as approved earlier by the Members under Resolution No. 8 passed at the 37th AGM, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects**."**

7. **Approval for continuation of Directorship of Mr. Amitav Roy Choudhury upon his attaining the age of 75 (Seventy-Five) years.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the continuation of directorship of Mr. Amitav Roy Choudhury (DIN: 08501895), as a Non-Executive Independent Director of the Company, upon his attaining the age of 75 (seventy five) years on 12th June, 2028, during his present term of office ending on 28th May, 2029 on the existing terms and conditions of his appointment, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and papers as may be necessary, proper, expedient or incidental for giving effect to this Resolution**."**

8. **Revision of remuneration of Managing Director, Mr. Ranjit Pamo Lala w.e.f. 1st April, 2026.**
To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to revise the remuneration of Mr. Ranjit Pamo Lala (DIN: 07266678), Managing Director of the Company, as set out in the explanatory statement annexed to the Notice convening this meeting, with effect from 1st April 2026, for the remaining period of his current term, notwithstanding that the remuneration payable to Mr. Ranjit Pamo Lala may exceed the limits prescribed under Section 197 of the Companies Act, 2013, subject to the applicable provisions of Schedule V to the Act in the event of absence or inadequacy of profits.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the explanatory statement annexed to this Notice shall be deemed to form part of this Resolution and in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Ranjit Pamo Lala as Managing Director of the Company, he shall be entitled to receive the remuneration, perquisites and other benefits as approved hereinabove, as minimum remuneration, subject to the applicable provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT save as provided in the explanatory statement forming part of this Notice, all other terms and conditions of appointment and remuneration, as previously approved by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT any action(s) taken by the Board of Directors or Committee(s) thereof, any Director(s) or officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated under this resolution, including the revised remuneration paid till date, be and are hereby also approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT Mr. Sachin Vijayakar, Chief Financial Officer and Mr. Abhijit Mehta, Company Secretary and any Director be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution including filing of the required forms and documents with the Ministry of Corporate Affairs and other authorities**."**

9. **Revision of remuneration of Whole Time Director (Operations), Mr. Anil S. Karnad w.e.f. 1st April, 2026.**
To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to revise the remuneration of Mr. Anil Somshekar Karnad (DIN: 07551892), Whole Time Director - Operations of the Company, as set out in the explanatory statement annexed to the Notice convening this meeting, with effect from 1st April 2026, for the remaining period of his current term, notwithstanding that the remuneration payable to Mr. Anil Somshekar Karnad may exceed the limits prescribed under Section 197 of the Companies Act, 2013, subject to the applicable provisions of Schedule V to the Act in the event of absence or inadequacy of profits.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the explanatory statement annexed to this Notice shall be deemed to form part of this Resolution and in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Anil Somshekar Karnad as Whole Time Director - Operations of the Company, he shall be entitled to receive the remuneration, perquisites and other benefits as approved hereinabove, as minimum remuneration, subject to the applicable provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT save as provided in the explanatory statement forming part of this Notice, all other terms and conditions of appointment and remuneration, as previously approved by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT any action(s) taken by the Board of Directors or Committee(s) thereof, any Director(s) or officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolutions, including the revised remuneration paid till date, be and are hereby also approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT Mr. Sachin Vijayakar, Chief Financial Officer and Mr. Abhijit Mehta, Company Secretary and any Director be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution including filing of the required forms and documents with the Ministry of Corporate Affairs and other authorities**.”**

10. Approval of Commission payable to Non-Executive Directors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws, rules and regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, in accordance with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, approval of the Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors of the Company (including Independent Directors) for the financial year ended March 31, 2026, aggregating to ₹67,50,000 (Rupees Sixty Seven Lakhs Fifty Thousand only), being within the overall ceiling prescribed under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT out of the aforesaid aggregate commission:

(a) ₹50,00,000 (Rupees Fifty Lakhs only) be paid to Mr. Amritanshu Khaitan (DIN: 00213413), Non-Executive Promoter Director of the Company; and

(b) ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only) each be paid to the other seven Non-Executive Directors (including Independent Directors) of the Company.

RESOLVED FURTHER THAT the aforesaid commission shall be in addition to the sitting fees payable to the Non-Executive Directors for attending meetings of the Board and Committees thereof and reimbursement of expenses incurred for participation in such meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard**.”**

By Order of the Board of Directors

Abhijit Mehta
Company Secretary
Membership No.: 61473

Kolkata,
14th August, 2026

Regd. Office :
1901,19th Floor,
Biowonder – Block A, 789,
Anandapur, Eastern Metropolitan Bypass,
Kolkata-700107
CIN : L24232WB1987PLC042956

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the special business to be transacted at the 38th Annual General Meeting ("AGM"), together with the relevant details of the Directors retiring by rotation and seeking re-appointment, and the revision in remuneration of Directors, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed hereto.

2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), and the relevant circulars issued by Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "SEBI Circulars"), has permitted convening of Annual General Meeting ("AGM") through Video Conferencing ("VC") or any Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the said MCA and SEBI Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 38th AGM of the Company shall be conducted through VC/OAVM facility provided by Central Depository Services (India) Limited (CDSL). The Registered Office of the Company as stated in the Notice, shall be the deemed venue of the AGM.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself, and the proxy need not be a member of the Company. However, since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members at a common venue has been dispensed with, and the facility for appointment of proxies by the members will not be available for the AGM; accordingly, the Proxy Form and Attendance Slip are not annexed hereto. Further, since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is also not annexed hereto.

4. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

5. Pursuant to the aforesaid MCA Circulars, physical attendance of the Members is not required at the AGM. Members attending the AGM through VC/OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Accordingly, attendance slip is not annexed to this Notice.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the applicable aforesaid MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. In accordance with the circulars issued by MCA and Regulation 36(1)(a) of the Listing Regulations, the Notice of the 38th AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). The same has been uploaded on the website of the Company at https://

www.kilburnengg.com/wp-content/themes/kilburn/pdf/financial-results-of-the-company/25-26/kilburn-AR-2025-26.pdf. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www. bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants/ Depositories.

Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA by e-mail to contact@mdplcorporate. com.

9. As per Listing Regulations, a physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2025-26, may write to the Company at cs@kilburnengg.com, requesting for the same by providing their holding details.

10. Voting through electronic means –

    Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Kilburn Engineering Limited ("KEL" or "the Company") is offering e voting facility to its Members in respect of the businesses to be transacted at the Thirty Eighth Annual General Meeting.

    The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The Instructions for shareholders voting electronically are as under:

    I. The remote e-voting period begins on Saturday, 26th September, 2026 from 09:00 a.m. (IST) and ends on Monday, 28th September, 2026 up to 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd September, 2026 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

    II. 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.

    III. 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

    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.

    Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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 Depository**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

V. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

Login Type	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

VI. After entering these details appropriately, click on "SUBMIT" tab.

VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

IX. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

X. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

XII. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

XIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

XIV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

XV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVI. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

XVII. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@kilburnengg.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@kilburnengg.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@kilburnengg.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility

of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

OTHER INFORMATION FOR MEMBERS

1. Institutional shareholders/corporate members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. through e-mail at cs@kilburnengg.com or contact@mdplcorporate.com or aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before Tuesday, 22nd September, 2026 without which the vote shall not be treated as valid.

2. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to cs@kilburnengg.com or contact@mdplcorporate.com. You may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at https://www.evotingindia.com/.

3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of Tuesday, 22nd September, 2026.

4. Record date for payment of final dividend declared at AGM is Tuesday, 22nd September, 2026.

5. The final dividend of ₹ 3.00/- per fully paid-up Equity share of face value ₹ 10.00/- each for financial year ended March 31, 2026, if declared at the AGM, will be paid, subject to Tax Deduction at Source ('TDS'), on or before Wednesday, 28th October, 2026, to all the Members of the Company, after giving effect to valid transmission or transposition request lodged with the Company as of the close of business hours on Tuesday, 22nd September, 2026, if any, subject to compliance of all regulatory requirements.

   As per SEBI requirements, effective 1st April, 2024, Companies are allowed to make dividend payments only in electronic mode. Members are once again reminded to update their PAN, KYC details, and Choice of Nomination by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.

   Accordingly, payment of dividend (as and when declared), subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Pvt. Ltd. The forms for updating the same are available at Company's website www.kilburnengg.com. and RTA HYPERLINK "http://www.mdpl.in". Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by Tuesday, 22nd September, 2026 (upto 7:00 pm) to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please visit the website of the Company at https://www.kilburnengg.com and also refer to the email sent to members in this regard.

6. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have already casted his/her vote through remote e-voting shall not be eligible to vote again at the AGM. However, he/ she shall be eligible to attend the AGM.

8. Mr. A. K. Labh, Practicing Company Secretary (FCS: 4848) of M/s. A.K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com.

9. The Scrutinizer will, after the conclusion of e-voting at the meeting, scrutinise the votes cast during the meeting and votes casts through remote e-voting facility, make a consolidated Scrutinizer's Report and submit the same to the Chairman or Company Secretary of the Company. The results of e-voting shall be declared within two working days from conclusion of the Meeting which is within the timeframe prescribed under the applicable laws. The results of e-voting declared along with the Scrutiniser's Report will be placed on the website of the Company at www.kilburnengg.com and the website of CDSL at HYPERLINK "https://www.evotingindia.com/" immediately after the results are declared and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.Subject to receipt of the requisite number of votes, the Resolutions forming part of the Notice of the Annual General Meeting shall be deemed to have been passed on the date of the AGM.

10. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/s Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Tel No.: (033) 2243 5809 / 5029; 2248 2248; Fax No.: (033) 2248 4787; e-mail: contact@mdplcorporate.com shareholders may also note that the Notice of the 38th AGM and the Annual Report 2025-26 will be available on the Company's website, www.kilburnengg.com.

11. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, 29th September, 2026. Members seeking to inspect such documents can send an email to cs@kilburnengg.com.

12. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at cs@kilburnengg.com. Only those speaker registration requests received till 05:00 P.M. (IST) on Saturday, 19th September, 2026 shall be considered and allowed as speakers during the AGM.

13. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

14. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make sure that such changes are recorded by them.

15. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive).

16. The members who have not encashed their Dividend warrants or who have not received the Dividend for the FY 2018-19, FY 2022- 23, FY 2023-24 and FY 2024-25 should approach the Registrars & Transfer Agents of the Company. It may be noted that the amount of dividend remaining unclaimed for a period of Seven (7) consecutive years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 124 of the Companies Act, 2013.

17. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/ private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

By Order of the Board of Directors

Abhijit Mehta
Company Secretary
Membership No.: 61473

Kolkata,
14th August, 2026

Regd. Office :
1901,19th Floor,
Biowonder – Block A, 789,
Anandapur, Eastern Metropolitan Bypass,
Kolkata-700107
CIN : L24232WB1987PLC042956

Particulars of the Directors seeking appointment / re-appointment in the Annual General Meeting, as required pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings:

Name of Director	Mr. Navin Nayar	Mr. Amritanshu Khaitan	Mr. Amitav Roy Choudhury	Mr. Ranjit Pamo Lala	Mr. Anil S Karnad
DIN	00136057	00213413	08501895	07266678	07551892
Category	Non Executive Non Independent Director	Chairperson, Non Executive Non Independent Director	Non Executive Independent Director	Managing Director, Executive Director	Whole-Time Director (Operations), Executive Director
Date of Birth and Age	12/10/1962 (63 years 10 months)	07/11/1982 (43 Years 9 months)	12/06/1953 (73 Years 2 months)	11/10/1967 (58 years 10 months)	14/11/1965 (60 Years 9 months)
Date of Appointment	21/04/2021	27/05/2005	29/05/2019	15/05/2022	01/12/2021
Qualification	B.Com. (Hons.), Chartered Accountant (FCA)	B. Com (Hons), MBA from London Business School	B.Tech Hons from IIT and also M.Tech in Industrial Engineering and Operations Research from IIT Kharagpur	B.E. and Masters in Marketing Management	B.E. (Prod. Engg.)
No. of Equity Shares held as on 14.08.2026	Nil	1,30,000	Nil	Nil	Nil
Brief Resume and experience and expertise in specific functional area	He is a Chartered Accountant by profession and Partner at Firm M/s. Navin Nayar & Co., Chartered Accountants. He has over 33 years of experience and expertise in the fields of Audit, taxation and financial services. He is associated with reputed companies like, Jupiter Wagons Limited, Diana Tea Company Ltd, Rungamattee Tea & Industries Ltd, Duncan International (India) Ltd, etc as Independent Director and also serves as Chairman of the Audit and member of other committees. He is currently playing a crucial role in ensuring financial transparency, compliance with regulations, and informed decision-making in various companies.	Mr. Amritanshu Khaitan (DIN: 00213413), aged 43 years, is the Chairman and Non-Executive Promoter Director of Kilburn Engineering Limited. He has over two decades of experience in business leadership, corporate management and strategy across the engineering, consumer products, tea and logistics sectors. He holds an MBA from London Business School and has been recognised by The Economic Times among its prestigious "40 Under Forty" achievers for his leadership and contribution to the business community. Mr. Khaitan served as the Managing Director of Eveready Industries India Limited for over a decade and has held Board-level positions in various other companies. His experience across diverse businesses has given him a broad perspective on strategy, capital allocation, corporate governance and organizational development. At Kilburn Engineering Limited, he plays an active role in shaping the Company's strategic direction and long-term growth agenda, with a focus on business expansion, new growth opportunities, strategic investments and acquisitions, strengthening manufacturing capabilities and building a scalable platform for sustainable value creation.	He has a total experience of about 46 years in management of manufacturing industry. Out of this about 29 years was with Eveready Industries India Ltd. He retired as the Vice President and head of Manufacturing at Eveready Industries India Ltd. He was a member of Manufacturing subcommittee at CII and subsequently a member of the West Bengal State Committee at CII also.	Mr. Ranjit Lala is responsible for overall management of the Company. He has completed B.E. and Masters in Marketing Management. Additionally he has attended various management and leadership programs at prestigious management institutes. Mr. Lala has over 37 years of experience in corporate management in engineering companies in various positions. During his last position as Managing Director of Aerzen Machines India Pvt. Limited, he was responsible for the operational management of the Company and was the Managing Director of the Company for approx. seven years, exercising the duties as required for the overall management and growth of the company and setting up new factory.	Mr. Anil Somshekar Karnad is responsible for the overall operational management of the Company. He has completed B.E. (Mech.) from Mumbai University. Mr. Karnad has a varied and diverse experience and expertise in sectors such as oil & gas, fertilizers, power and chemicals, responsible for all verticals of deliveries, including Production, Quality, Engineering, Procurement, Subcontracting, Site Erection & Commissioning and Personnel.

Name of Director	Mr. Navin Nayar	Mr. Amritanshu Khaitan	Mr. Amitav Roy Choudhury	Mr. Ranjit Pamo Lala	Mr. Anil S Karnad
Terms and conditions of appointment / re-appointment	Appointed as Non-Executive Non - Independent Director liable to retire by rotation.	Appointed as Non Executive Non Independent Director liable to retire by rotation.	Re-appointed as Independent Director, not liable to retire by rotation for the second consecutive term of five years from 29th May, 2024 upto 28th May, 2029. Approval is sought for continuation of Directorship upon attaining the age of 75 years.	Re-appointed as Managing Director, not liable to retire by rotation, for a period of two years from May 15, 2025 to May 14, 2027.	Re-appointed as Whole -Time Director (Operations), not liable to retire by rotation, for a period of two years from April 1, 2025 to March 31, 2027.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Company has identified certain skills and capabilities required by the directors of the company and these are specified in matrix setting out the 'Core skills/ expertise/ competence of the board of directors' forming part of the Report on Corporate Governance.	Not applicable	Not applicable
Remuneration last drawn	Entitled to sitting fees for attending meetings of the Board and its committees	Entitled to sitting fees for attending meetings of the Board and its committees	Entitled to sitting fees for attending meetings of the Board and its committees	As per the details provided in the Explanatory Statement	As per the details provided in the Explanatory Statement
Remuneration proposed to be paid	Entitled to sitting fees for attending meetings of the Board and its Committees and commission as may be approved to be paid in accordance with the applicable provisions of the Companies Act, 2013	Entitled to sitting fees for attending meetings of the Board and its Committees and commission as may be approved to be paid in accordance with the applicable provisions of the Companies Act, 2013	Entitled to sitting fees for attending meetings of the Board and its Committees and commission as may be approved to be paid in accordance with the applicable provisions of the Companies Act, 2013	As per the details provided in the Explanatory Statement	As per the details provided in the Explanatory Statement
Number of Meetings of the Board attended during the FY 2025-26	5 out of 5	5 out of 5	5 out of 5	5 out of 5	5 out of 5

Name of Director	Mr. Navin Nayar	Mr. Amritanshu Khaitan	Mr. Amitav Roy Choudhury	Mr. Ranjit Pamo Lala	Mr. Anil S Karnad
Directorships held in other Companies (as on 31-03-2026)	1. Bengal Tea & Fabrics Limited (Listed Company) (Ceased to be an Independent Director w.e.f 01.04.2026) 2. Diana Tea Company Ltd (Listed Company) 3. Jupiter Wagons Limited (Listed Company) 4. Jupiter Electric Mobility Private Limited 5. Jupiter Tatravagonka Railwheel Factory Private Limited 6. OCL Investments and Leasing Ltd 7. Crest Nivaas Private Limited 8. Duncan International (India) Private Ltd. 9. Nidhi Private Limited 10. Winnow Investments and Securities Private Limited 11. Cosmopolitan Investments Private Limited 12. Rungamattee Tea & Industries Ltd 13. Stone India Ltd	1. Monga Strayfield Private Limited 2. Majerhat Estates & Developers Limited 3. Calcutta Tea Chest & Fibre Ltd 4. Strayfield Limited, UK 5. Trans Global Freight Management Limited, UK 6. Trans Global Limited, UK 7. Indian Chamber of Commerce Calcutta	M.E Energy Private Limited	1. M.E Energy Private Limited 2. Monga Strayfield Private Limited 3. Kilburn East End Private Limited 4. Strayfield Limited, UK	1. M.E Energy Private Limited 2. Kilburn East End Private Limited

Name of Director	Mr. Navin Nayar	Mr. Amritanshu Khaitan	Mr. Amitav Roy Choudhury	Mr. Ranjit Pamo Lala	Mr. Anil S Karnad
Particulars of Committee Chairmanship / Membership held in other Companies (as on 31-03-2026)	**1. Diana Tea Company Ltd** Audit Committee – Chairperson Nomination & Remuneration Committee – Member Stakeholders Relationship Committee – Member **2. Jupiter Wagons Limited** Audit Committee – Chairman Stakeholders Relationship Committee – Chairman Nomination & Remuneration Committee – Member Risk Management Committee – Member Corporate Social Responsibility Committee – Chairperson **3. Jupiter Tatravagonka Railwheel Factory Private Limited** Audit Committee – Chairman Nomination & Remuneration Committee – Member **4. Jupiter Electric Mobility Private Limited** Audit Committee – Chairman Nomination & Remuneration Committee – Member	Nil	Nil	Nil	Nil
Listed Companies from which director has resigned in the last three years	1. Amar Vanijya Limited 2. Kanco Tea & Industries Limited 3. Cheviot Co Ltd 4. Bengal Tea & Fabrics Ltd	1. Mcleod Russel India Limited	Nil	Nil	Nil
Relationship with other directors / KMPs	NIL	NIL	Nil	Nil	Nil

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

Item No. 5 : Ratification of Remuneration to Cost Auditor for Financial Year 2026-27.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. D. Sabyasachi & Co., Cost Accountants (Firm Registration No. 000369), as Cost Auditor of the Company, subject to such approvals as may be necessary, for auditing the cost records of the Company relating to any products as may be applicable for the financial year 2026-27, at a remuneration of ₹ 60,000 (Rupees Sixty Thousand Only) per annum plus applicable taxes, travel and out-of-pocket expenses/ incidental expenses.

In terms of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders of the Company.

M/s. D. Sabyasachi & Co., Cost Accountants, has furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company. Accordingly, the Board recommends the resolution set out at Item No. 5 for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6 : Material Modification of earlier approved Material Related Party Transactions between the Company and Firstview Trading Private Limited, a Promoter Company.

As per Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), related party means a related party as defined under Section 2(76) of the Companies Act, 2013 ("the Act") or under the applicable accounting standards and, inter-alia, includes any person or entity forming part of the promoter or promoter group of a company and any person or entity holding 10% or more equity shares of the Company either directly or on a beneficial interest basis, at any time, during the immediate preceding financial year shall be deemed to be a related party.

As per the proviso to Regulation 23(1) of the SEBI LODR read with Schedule XII, as amended, specifies that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity (as applicable to the Company) as per the last audited financial statements of the listed entity.

Further, the transaction exceeds the materiality threshold prescribed under Regulation 23 of SEBI LODR, being 10% of the annual consolidated turnover of the Company. As per the audited financial statements for the year ended 31st March 2026, the Company's consolidated turnover is ₹ 628.80 crores and the materiality threshold is ₹ 62.88 Crore ("Materiality Threshold"). Regulation 23(4) of the SEBI LODR provides for obtaining prior approval of the Members of the Company for all RPTs which exceeds Materiality Threshold and subsequent material modifications thereof.

The Members of the Company at the 37th Annual General Meeting held on 25th September, 2025 ("37th AGM"), vide Resolution No. 8, approved a Material Related Party Transaction with Firstview Trading Private Limited ("FTPL"), a Promoter Company, for availing of Corporate Guarantee from FTPL up to an aggregate value not exceeding ₹ 51 Crore (inclusive of fees) at any point of time, in favour of PNB Investment Services Limited ("PNBISL"), acting as the Security Trustee, for securing the working capital limits sanctioned to the Company by the consortium of Lenders.

Considering the Company's enhanced working capital and other credit facility requirements arising from its growth trajectory it is proposed to enhance the aforesaid Corporate Guarantee limit availed from FTPL from ₹ 51 Crore to an aggregate value not exceeding ₹ 117.30 Crore (Rupees One Hundred Seventeen Crore Thirty Lakhs only) (inclusive of fees) at any point of time, in favour of PNBISL, or such other security trustee(s), for securing the enhanced working capital/other credit facilities sanctioned to the Company by the consortium of Lenders, representing an increase of ₹ 66.30 Crore over the limit approved at the 37th AGM. Except for this modification, all other terms and conditions approved by the Members at the 37th AGM in relation to Resolution No. 8 shall remain unchanged and continue to be effective.

The Audit Committee and the Board of Directors, at their respective meetings held on 14th August, 2026, considered, approved and recommended the aforesaid material modification for the approval of the Members. At the said meeting, the Audit Committee also reviewed the certificate from the Managing Director and the Chief Financial Officer confirming that the terms of the RPT proposed to be entered into are in the interest of the Company. The proposed transaction is favourable to the Company as it will facilitate enhanced working capital and credit facilities on competitive and favourable commercial terms.

Members may note that as per the provisions of the Listing Regulations, no related party of the Company shall vote to approve the Resolution set out at Item No. 6 of this Notice, whether such related party is a party to the particular transaction or not.

In terms of Section III-B of the SEBI Master Circular dated 30 January 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26 June 2025, issued by the Securities and Exchange Board of India (SEBI) titled Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, the details as required therein are reproduced hereunder:

A. Minimum Information to be provided to the shareholders for approval of Material RPTs:

Sr No	Requirement	Comments
1.	Information as placed before the Audit Committee in the format specified in the RPT Industry Standards, to the extent applicable	Refer point B below
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions	Refer point B below
3.	Disclosure that the Audit Committee has reviewed certificates provided by CEO/MD/WTD/Manager and CFO as required under RPT Industry Standards	The Audit Committee reviewed the certificate from the Managing Director and Chief Financial Officer confirming that the proposed RPT is in the interest of the Company.
4.	Disclosure that the material RPT/material modification has been approved by the Audit Committee and Board and that the Board recommends the transaction to shareholders	The Audit Committee and Board considered, approved and recommended the material modification and recommended the same for the approval of the Members.
5.	Web-link and QR Code through which shareholders can access valuation report or other external party report, if considered by Audit Committee	No valuation report or external party report has been obtained or relied upon for the proposed transaction.
6.	Redaction of commercial secrets / competitively sensitive information, with affirmation that sufficient information remains available for informed decision-making	No information has been redacted from the disclosures provided to the Members in relation to the proposed Material Related Party Transaction on account of commercial sensitivity or competitive considerations
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Refer Point B below
8.	Percentage of the counter-party’s annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Refer Table A(4) set out under Point B below

B. Minimum information placed before Audit Committee

Sr No	Particulars	Comments
1.	Type, material terms and particulars of the proposed transaction	The proposed revision in the existing Material Related Party Transaction approved by the Members for availing a Corporate Guarantee from Firstview Trading Private Limited (FTPL) in favour of PNB Investment Services Limited (PNBISL), acting as the Security Trustee for the consortium of lenders, for securing the enhanced working capital facilities of the Company. The proposal is to enhance the Corporate Guarantee limit from ₹ 50 Crores to ₹ 115 Crores, while the guarantee commission shall continue at 2% per annum on the guaranteed amount. Accordingly, the aggregate transaction value, including the maximum guarantee commission, shall not exceed ₹ 117.30 Crores at any point of time. All other terms and conditions approved earlier shall remain unchanged.
2.	Name of the related party and its relationship with the listed entity or its subsidiary	Firstview Trading Private Limited (FTPL) is the Promoter Company of Kilburn Engineering Limited and holds equity shares in the Company. FTPL is a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015.
3.	Nature of its concern or interest	FTPL, being the Promoter Company and a Related Party, is interested in the proposed transaction as it will provide the Corporate Guarantee and receive a guarantee commission at 2% per annum on the guaranteed amount. Based on the proposed guarantee limit of ₹ 115 Crores, the maximum guarantee commission payable would be ₹ 2.30 Crores per annum.
4.	Tenure of the proposed transaction	The Corporate Guarantee shall remain co-terminus with the tenure of the enhanced working capital facilities sanctioned by the consortium of lenders and shall stand discharged upon repayment or closure of such facilities.
5.	Value of the proposed transaction	Revision of the existing Corporate Guarantee limit from ₹ 50 Crores to ₹ 115 Crores, while the guarantee commission shall continue at 2% per annum on the guaranteed amount, resulting in an increase from ₹ 1 Crore per annum to ₹ 2.30 Crores per annum.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The proposed revised Corporate Guarantee limit of ₹ 115 Crores represents approximately 18.29% of the Company's annual consolidated turnover of ₹ 628.80 crores for the FY 2025–26. The maximum guarantee commission payable to Firstview Trading Private Limited (FTPL) at 2% per annum, amounting to ₹ 2.30 Crores, represents approximately 0.37% of the Company's annual consolidated turnover. The aggregate proposed transaction value of ₹ 117.30 Crores represents approximately 18.65% of the Company's annual consolidated turnover. The aggregate value of the proposed revised Material Related Party Transaction exceeds the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
i.	Details of the source of funds in connection with the proposed transaction;	Not Applicable. The proposed transaction relates to availing of a Corporate Guarantee from the Promoter Company and does not involve any loan, inter-corporate deposit, advance or investment made or given by the Company or its subsidiary.
ii.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments -	
	a) nature of indebtedness	Not Applicable.
	b) cost of funds	Not Applicable.
	c) Tenure	Not Applicable.

Sr No	Particulars	Comments
iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule whether secured or unsecured	Not Applicable, as the proposed transaction does not relate to any loan, inter-corporate deposit, advance or investment. The Corporate Guarantee shall secure the enhanced working capital facilities sanctioned by the consortium of lenders and shall remain co-terminus with the tenure of such facilities.
	If secured, the nature of security	
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable. The transaction relates to provision of a Corporate Guarantee by FTPL for securing the Company's enhanced working capital facilities and does not involve utilization of funds by way of loan, inter-corporate deposit, advance or investment.
v.	Justification as to why the RPT is in the interest of the listed entity;	The Company has witnessed significant growth in its business operations and order book, necessitating enhancement of its working capital and other credit facilities. The consortium of lenders has stipulated enhancement of the Corporate Guarantee to be provided by FTPL as a condition for sanction of the enhanced facilities. Revision of the Corporate Guarantee limit to ₹ 115 Crores will enable the Company to secure the enhanced banking facilities required for execution of its growing order book, efficient working capital management and continued business expansion. The guarantee commission of 2% per annum has been determined on an arm's length basis and is consistent with the earlier approval granted by the Members. Accordingly, the proposed transaction is in the ordinary course of business, on arm's length basis and in the commercial interest of the Company and its shareholders.
vi.	A copy of the valuation or other external party report, if any such report has been relied upon;	No valuation report or external party report has been obtained or relied upon for the proposed transaction.
vii.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Firstview Trading Private Limited is an unlisted company and, as on the date of this Notice, its audited financial figures for FY 2025-26 are not available with the Company. Accordingly, the percentage of the counter-party's annual turnover represented by the proposed RPT for the immediately preceding financial year is not ascertainable. However, based on the latest available audited standalone turnover of FTPL is ₹ 7.80 Crore for FY 2024-25, the proposed aggregate transaction value of ₹117.30 Crore represents approximately 1,503.85% of such turnover.
viii.	Any other information that may be relevant.	• The proposed transaction is a revision of an existing Material Related Party Transaction approved by the Members of the Company, limited to enhancement of the Corporate Guarantee from ₹ 50 Crores to ₹ 115 Crores. • The guarantee commission shall continue at 2% per annum on the guaranteed amount and all other terms and conditions approved by the Members shall remain unchanged.

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Details
1	Name of the related party	Firstview Trading Private Limited (FTPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in commission agency activities in the iron and steel sector and investment activities.

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Details
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: (i) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. (ii) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). (iii) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). **Explanation:** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	Firstview Trading Private Limited ("FTPL") is a Promoter of Kilburn Engineering Limited and holds 29.27% of the paid-up equity share capital of the Company. Accordingly, FTPL is a Related Party of the Company in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. FTPL has a financial interest in the proposed transaction, as it will provide the Corporate Guarantee in favour of PNB Investment Services Limited (acting as Security Trustee for the consortium of lenders) for securing the Company's enhanced working capital and other credit facilities and will receive a guarantee commission at the rate of 2% per annum on the guaranteed amount. The Company does not hold, directly or indirectly, any equity shareholding or other ownership interest in FTPL. FTPL is a body corporate having share capital. Accordingly, disclosure relating to capital contribution is not applicable.

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Details
1.	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last three financial years.	FY 2023-24 – Nil FY 2024-25 – Nil FY 2025-26 – Pursuant to the approval of the Members at the 37th Annual General Meeting, Firstview Trading Private Limited ("FTPL") provided a Corporate Guarantee of ₹ 50 Crores in favour of PNB Investment Services Limited, acting as the Security Trustee for the consortium of lenders, to secure the Company's working capital facilities. In consideration thereof, the Company agreed to pay a guarantee commission at the rate of 2% per annum on the guaranteed amount for the tenure of the Corporate Guarantee. During FY 2025-26, the Company paid a guarantee commission of ₹ 1 Crore to FTPL. The Corporate Guarantee is co-terminus with the tenure of the underlying credit facilities. No amount was paid or discharged by FTPL under the Corporate Guarantee during FY 2025-26.
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	In accordance with the approval granted at the 37th AGM, the Company has paid commission to FTPL in respect of the guarantee amount of ₹ 50 crore availed during the FY 2025-26
3	Whether prior approval of Audit Committee has been taken for the above mentioned transactions	NA. However, the Company has obtained the approval of Audit Committee for the Guarantee transaction entered with FTPL during FY 2025-26.

Sr. No.	Particulars of the information	Details
4	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL

A(4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Details
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Revision of the existing Material Related Party Transaction by enhancement of the Corporate Guarantee proposed to be availed from Firstview Trading Private Limited ("FTPL") from the existing approved limit of ₹ 50 Crores to ₹ 115 Crores, together with payment of guarantee commission at 2% per annum on the guarantee amount. Accordingly, the aggregate value of the proposed transaction, including the maximum guarantee commission, shall not exceed ₹ 117.30 Crores at any point of time.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The proposed guarantee amount of ₹ 115 crores represents approximately 18.29% of the Company's annual consolidated turnover of ₹ 628.80 crores (FY 2025–26). The maximum guarantee commission of ₹ 2.3 crore payable to FTPL (being 2% of the guarantee amount) represents approximately 0.37% of the Company's annual consolidated turnover. Accordingly, the aggregate proposed transaction value of ₹ 117.30 Crores represents approximately 18.65% of the Company's annual consolidated turnover.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable since the Company is a party to the transaction.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Firstview Trading Private Limited is an unlisted company and, as on the date of this Notice, its audited financial figures for FY 2025-26 are not available with the Company. Accordingly, the percentage of the related party's annual turnover represented by the proposed RPT for the immediately preceding financial year is not ascertainable. However, based on the latest available audited standalone turnover of FTPL of ₹ 7.80 Crores for FY 2024-25, the proposed aggregate transaction value of ₹ 117.30 Crores represents approximately 1,503.85% of such turnover.
6	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	FY 2024-25 Turnover: ₹ 7.80 crore Profit After Tax: ₹ 7.55 crore Net worth: ₹ 556.78 crore

A(5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Details
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of a corporate guarantee from FTPL, in favour of PNB Investment Services Limited (acting as Security Trustee for the PNB Consortium), to secure the working capital facilities sanctioned to Kilburn Engineering Limited.
2	Details of each type of the proposed transaction.	FTPL to provide/continue Corporate Guarantee in favour of PNBISL (Security Trustee), or such other security trustee(s), for securing the enhanced working capital/other credit facilities sanctioned to the Company by the consortium of Lenders, up to an aggregate value not exceeding ₹ 117.30 Crore (inclusive of fees) at any point of time.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified).	The proposed Corporate Guarantee shall remain co-terminus with the tenure of the underlying loan/credit facility sanctioned to the Company by the consortium of Lenders, and shall stand discharged upon repayment/closure of the said facility.
4	Whether omnibus approval is being sought?	No
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate value of the proposed transaction, comprising the Corporate Guarantee of ₹ 115 Crores together with the maximum guarantee commission payable at 2% per annum, shall not exceed ₹ 117.30 Crores at any point of time. Since the Corporate Guarantee is co-terminus with the tenure of the underlying credit facilities and the guarantee commission is payable during the subsistence of the guarantee, a financial year wise break-up is presently not ascertainable.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company has witnessed significant growth in its business operations and order book, resulting in an increased requirement for working capital and other credit facilities. The proposed enhancement of the Corporate Guarantee will enable the Company to secure enhanced banking facilities from its consortium of lenders on competitive commercial terms, thereby ensuring adequate liquidity for execution of its projects and day-to-day business operations. The arrangement is expected to facilitate availability of credit on favourable terms, optimise borrowing costs and strengthen the Company's financial position. The guarantee commission of 2% per annum has been determined on an arm's length basis and remains unchanged from the commission previously approved by the Members. Accordingly, the proposed transaction is in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP.	FTPL, being a promoter, is considered a related party under Section 2(76) of the Companies Act, 2013 and is interested financially in the proposed transaction. None of the Director or Key Managerial Personnel of the Company has a direct or indirect interest in the proposed transaction.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	FTPL holding of 29.27% equity share capital of the Company. None of the Director or Key Managerial Personnel of the Company holding any Shares or interest in the FTPL.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable, being an arrangement for availing of Corporate Guarantee and not involving valuation of any asset.

Sr. No.	Particulars of the information	Details
9	Other information relevant for decision making.	The proposed transaction represents only a revision of the existing Material Related Party Transaction approved by the Members, limited to enhancement of the Corporate Guarantee limit from ₹ 50 Crores to ₹ 115 Crores. The guarantee commission continues at 2% per annum, and all other terms and conditions of the existing approval remain unchanged. The transaction is proposed to be undertaken in the ordinary course of business and on an arm's length basis.

B(4) Disclosure specific to the Corporate Guarantee arrangement

As per the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", the disclosures under this section are specifically applicable where a guarantee (including a performance guarantee), surety, indemnity or comfort letter is made or given by the listed entity or its subsidiary.

In the present case, the proposed Related Party Transaction pertains to the Company availing a Corporate Guarantee from Firstview Trading Private Limited (FTPL), a Related Party, in connection with its enhanced working capital facilities. Since the Corporate Guarantee is being provided by FTPL and not by the Company or any of its subsidiaries, the disclosures prescribed under this section are not mandatorily applicable.

However, as a matter of good corporate governance, the Company has voluntarily provided the following relevant information relating to the proposed Corporate Guarantee arrangement for the consideration of the Audit Committee

Sr. No.	Particulars of the information	Details
1	Rationale for giving guarantee, surety, indemnity or comfort letter	**Not Applicable.** The Corporate Guarantee is proposed to be availed from the Firstview Trading Private Limited (FTPL), a Related Party, in favour of the Security Trustee for the benefit of the Company. The proposed guarantee is being provided to enable the Company to avail enhanced working capital and other credit facilities from its consortium of lenders.
	Whether it will create a legally binding obligation on listed entity?	**No.** The Corporate Guarantee does not create any direct guarantee obligation on the Company, as the guarantee is being provided by Firstview Trading Private Limited (FTPL). However, the Company shall be obligated to pay a guarantee commission at the rate of 2% per annum on the guaranteed amount to FTPL and to repay the underlying working capital and other credit facilities in accordance with the financing documents executed with the consortium of lenders. Failure by the Company to discharge its obligations may result in invocation of the Corporate Guarantee by the lenders against FTPL.
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	**Not Applicable.** Since the Corporate Guarantee is being provided by FTPL and not by the Company or its subsidiary, the Company will not receive any guarantee commission. Instead, the Company shall pay a guarantee commission of 2% per annum on the guaranteed amount to FTPL. Any rights and obligations arising in relation to the Corporate Guarantee shall be governed by the applicable financing and guarantee documents executed between FTPL, the Company and the consortium of lenders.

Sr. No.	Particulars of the information	Details
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Guarantee commission of approximately ₹ 2.3 Crore payable to FTPL, as above; no other material cost is envisaged.

C(3) Disclosure specific to the Corporate Guarantee arrangement

In terms of Minimum Information to be placed before the Audit Committee, This disclosure is required to be made only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

In the proposed RPT transaction, Guarantee is to be provide by the FTPL, Related Party to the listed entity, therefore, this information is not applicable to the Company to be placed before the Audit Committee. However, as a practice of good corporate governance, the Company has placed for following information for :

Sr. No.	Particulars of the information	Details
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Applicable. The proposed transaction does not involve any borrowing by the Related Party. Accordingly, disclosure of the credit rating of the Related Party is not mandatorily applicable.
2	Details of solvency status and going concern status of the related party during the last three financial years:	
	F.Y 2024-25	Refer the note below “Financial Performance of the related party”
	F.Y 2023-24	
	F.Y 2022-23	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable. No guarantee, surety, indemnity or comfort letter is being provided by the Company or any of its subsidiaries. The proposed transaction relates to the Company availing a Corporate Guarantee from FTPL. Accordingly, no obligation of this nature is undertaken by the Company or its subsidiaries. The Company shall account for the guarantee commission payable to FTPL in accordance with the applicable Indian Accounting Standards (Ind AS).

Sr. No.	Particulars of the information	Details
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed. F.Y 2025-26 F.Y 2024-25 F.Y 2023-24	Not Applicable.

Note *: Financial Performance of the related party

Sr. No.	Particulars of the information	Details
1.	Standalone turnover of the related party for each of the last three financial years	
	F.Y 2024-25	₹ 7.80 crore
	F.Y 2023-24	₹ 7.94 crore
	F.Y 2022-23	₹ 2.55 crore
2.	Standalone net-worth of the related party for each of the last three financial years	
	F.Y 2024-25	₹ 556.78 crore
	F.Y 2023-24	₹ 409.15 crore
	F.Y 2022-23	₹ 87.43 crore
3.	Standalone net profits of the related party for each of the last three financial years	
	F.Y 2024-25	₹ 7.55 crore
	F.Y 2023-24	₹ 7.04 crore
	F.Y 2022-23	₹ 2.06 crore

Material Terms:

The proposed revision in the existing Material Related Party Transaction approved by the Members for availing a Corporate Guarantee from Firstview Trading Private Limited (FTPL) in favour of PNB Investment Services Limited (PNBISL), acting as the Security Trustee for the consortium of lenders, for securing the enhanced working capital facilities of the Company. The proposal is to enhance the Corporate Guarantee limit from ₹ 50 Crores to ₹ 115 Crores, while the guarantee commission shall continue at 2% per annum on the guaranteed amount. Accordingly, the aggregate transaction value is proposed to be enhanced from ₹ 51 Crores to ₹ 117.30 Crores, inclusive of the maximum guarantee commission at any point of time. All other terms and conditions approved earlier shall remain unchanged.

The RPTs placed for members' approval will be reviewed/ monitored from time to time by the Audit Committee of the Company as per Regulation 23 of the SEBI LODR and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and dealing with Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI LODR.

Basis the recommendation of Audit Committee, the Board recommends, passing of the Resolution(s) at item no. 6 as an Ordinary Resolution.

None of the Directors (except to the extent of the details mentioned in this explanatory statement for Item No. 6 of this notice) and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed transactions, except to the extent of their directorship and / or shareholding in the Company and /or Related Parties.

Item No. 7:

Approval for continuation of Directorship of Mr. Amitav Roy Choudhury upon his attaining the age of 75 (seventy-five) years.

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides under Regulation 17(1A) that no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person.

Mr. Amitav Roy Choudhury (DIN: 08501895) is a Non-Executive Independent Director of the Company. He was first appointed as an Independent Director for a term of five consecutive years with effect from 29th May, 2019 up to 28th May, 2024, and was thereafter re-appointed by the Members for a further term of five consecutive years with effect from 29th May, 2024 up to 28th May, 2029 ("present term").

Mr. Amitav Roy Choudhury will attain the age of 75 (Seventy Five) years on 12th June, 2028, during his present term of office as an Independent Director of the Company. Accordingly, pursuant to Regulation 17(1A) of the Listing Regulations, approval of the Members is being sought by way of a Special Resolution for continuation of his directorship as a Non-Executive Independent Director of the Company on the existing terms and conditions of his appointment.

Mr. Amitav Roy Choudhury possesses rich experience and expertise in manufacturing industry. During his tenure as an Independent Director, he has made valuable contributions through his insights, guidance and independent perspective in the deliberations of the Board and its Committees. His continued association with the Company would be beneficial in view of his knowledge, experience and understanding of the Company's business, operations and strategic matters.

The Nomination and Remuneration Committee, at its meeting held on 26th May, 2026, evaluated the performance of Mr. Amitav Roy Choudhury and recommended the continuation of his directorship as a Non-Executive Independent Director upon his attaining the age of 75 years, and the Board of Directors, based on such recommendation, is of the view that his continued association, for the remainder of his present term up to 28th May, 2029, would be in the best interest of the Company, having regard to his rich and varied experience in manufacturing industry and his significant contributions to the deliberations of the Board and its Committees during his tenure.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the continuation of the directorship of Mr. Amitav Roy Choudhury and recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

Save and except Mr. Amitav Roy Choudhury and his relatives, to the extent of his shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No.8 :

Revision of remuneration of Managing Director, Mr. Ranjit Pamo Lala w.e.f. 1st April, 2026.

The members of the Company by way of Postal Ballot on 25th April, 2025 re-appointed Mr. Ranjit Pamo Lala (DIN:07266678) as a Managing Director of the Company w.e.f. 15th May, 2025. Considering his valuable expert contribution to the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee has approved the revision of remuneration of Mr. Ranjit Pamo Lala, Managing Director of the Company w.e.f. 1st April, 2026 subject to the approval of the members.

Revised Remuneration

Salary (Basic): ₹ 6,87,000 /- (Rupees Six Lakhs Eighty Seven Thousand Only) per month with such revision as the Board may approve from time to time.

Performance Bonus: Managing Director is entitled to annual variable performance bonus upto ₹ 35,00,000/- (Rupees Thirty Five Lakhs only) which will be payable subject to achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board / committees thereof. This amount (if any) will be paid after the Annual Accounts have been approved by the Board.

Perquisites

HRA: Managing Director will be paid House Rent Allowance of ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month.

Medical Allowance: The Managing Director is entitled for a medical reimbursement expenses of ₹ 1,250/- (Rupees One Thousand Two Hundred Fifty only) per month. Additionally, family medical insurance coverage will be provided by the Company to Managing Director as per the Company's Policy. He is also covered under Group Accident Insurance policy as well.

Other Allowances: A special pay of ₹ 1,45,000/- (Rupees One Lakh Forty Five Thousand only) per month.

Retiral Benefits: Contribution to the Company's Provident Fund in accordance with applicable rules and regulations. Gratuity shall not exceed half a month's salary for each completed year of service, irrespective of his tenure of service.

Sitting Fees: The Managing Director shall not be entitled to any Sitting Fees for attending the meetings of Board of Directors of the Company or Committees thereof.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during tenure of his office, the Managing Director shall be paid the remuneration as above as minimum remuneration subject to the provisions of Schedule V to the Act read with any circulars, notifications laid down by the Ministry of Corporate Affairs from time to time or any modification thereof.

Pursuant to the provisions of Sections 117(3), 196, 197, 198 and Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration is placed for the approval of the members.

The necessary information/disclosure in compliance with Schedule V relating to Mr. Ranjit Pamo Lala has been provided in a separate section of this Notice.

The Board recommends the resolution set out at Item no. 8 for the approval of the Members of the Company by way of Special Resolution.

None of the directors and Key Managerial Personnel of the Company and their relatives except Mr. Ranjit Pamo Lala is concerned or interested, financial or otherwise, in the resolution set out at Item no. 8.

INFORMATION IN TERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information:

Nature of Industry	Engineering
Date of commencement of commercial Production	The Company was incorporated in 1987 and had already commenced production
Financial performance based on given indicators	For the year ended March 31, 2026
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

Standalone financial performance based on given indicators: (For the year ended March 31, 2026)

Particulars	₹ in Lakhs
Sales and other Income	46,094.93
Gross Profit before interest, finance charges and depreciation	11939.52
Interest & Finance Charges	1,423.38
Depreciation	814.43
Profit before Tax	9,701.71
Exceptional Items	-
Tax Expenses	2,794.70
Profit after Tax	6,907.01

Foreign Investments or collaborators, if any:	Foreign Collaborators are as follows:
	(i) M/s. Nara Machinery Co. Ltd. (Japan) (ii) Komline-Sanderson Corporation (USA) and (iii) Idreco S.A. (Switzerland)

II. Information about the appointee / director :

Background Details	
Name of Director	Mr. Ranjit Pamo Lala
Age	58 years, 10 months
Qualification	B.E (Machine Tool Engg.), Masters in Marketing Management

Past remuneration: Salary (monthly) – ₹ 6,00,000, HRA (monthly) ₹ 3,30,000, Other allowances (monthly) – ₹ 1,27,500, Medical Allowance (monthly) - ₹ 1,250, Performance Bonus (one time) – ₹ 30,00,000, retiral benefits (P.F. and Gratuity), Medical insurance cover as per Company policy.

Job profile and his suitability:
Mr. Lala is responsible for the overall management of the Company. The Board is of the opinion that he has the requisite qualifications, expertise and experience for the job he is holding.

Recognition or awards: Nil

Remuneration proposed : As prescribed above in the Explanatory Statement.

Comparative remuneration profile with respect to industry, size of the Company, profile of position and person: Mr. Lala's proposed remuneration matches his background, proven capabilities and vast experience in Industries. His remuneration is commensurate with the norms in the industry having regard to the size, complexities of this Company and the job responsibilities.

Pecuniary and other relationships: Except for receiving remuneration as a Managing Director, Mr. Lala has no pecuniary relationship with the Company. He is not related to any other managerial personnel or other Directors of the Company.

III. Other Information

Reasons of loss or inadequate profits:

The company currently has profitable operations. The Company has earned a net profit of ₹ 6,907.01 Lakhs during the year 2025-26 as compared to net profit of ₹ 5481.64 Lakhs in the previous year. The Company's operations are on a strong footing from a market perspective and is expected to maintain high operating margins in the forthcoming years, barring unforeseen circumstances and business exigencies. The Company is confident that it will be able to capture growth, riding on it's obvious strengths of premium quality offering, brand and the overall demand.

In terms of the net profits of the Company calculated as per the provisions of Section 198 of the Act, for the financial year ended 31st March, 2026, the remuneration payable to the said director is within the permissible limits of the said section, however, the Company in spirit of good compliance has decided to take approval of shareholders through Special Resolution, as recommended.

Steps taken or proposed to be taken for improvement:
Company aims to execute high value orders and strengthen management in the coming years to achieve higher profitability.

Expected increase in productivity and profits in measurable terms
Aforesaid steps are likely to result in higher productivity and profits in the coming years, though it cannot be precisely determined.

Memorandum of Interest:
Except Mr. Lala, seeking revision in his remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9 :

Revision of remuneration of Whole Time Director (Operations), Mr. Anil S. Karnad w.e.f. 1st April, 2026

The Members approved his re-appointment and the revision in his remuneration through Postal Ballot on April 25, 2025. The revised remuneration is effective from April 1, 2025, in accordance with the terms approved by the Members, Subsequently, the Members approved a further revision in his remuneration at the Annual General Meeting held on September 25, 2025, with effect from August 1, 2025, in accordance with the terms approved by them. Considering his valuable expert contribution to the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee has approved the revision of remuneration Mr. Anil S. Karnad, Whole Time Director (Operations) w.e.f. 1st April, 2026 subject to the approval of the members.

Revised Remuneration
Salary (Basic): ₹ 6,62,000 /- (Rupees Six Lakhs Sixty Two Thousand Only) per month with such revision as the Board may approve from time to time.

Performance Bonus: Whole Time Director (operations) is entitled to annual variable performance bonus upto ₹ 25,00,000/- (Rupees Twenty Five Lakhs only) which will be payable subject to achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board / committees thereof. This amount (if any) will be paid after the Annual Accounts have been approved by the Board.

Other allowances / perquisites will be as per Company's policy, briefed as following :
HRA: Whole Time Director (Operations) will be paid House Rent Allowance @ ₹ 1,32,400/- (Rupees One Lakh Thirty Two Thousand Four Hundred only) per month.

Fixed Bonus: Whole Time Director (Operations) will be paid Fixed Bonus @ ₹ 1,65,500/- (Rupees One Lakh Sixty Five Thousand Five Hundred Only) per month.

Medical Allowance: The Whole Time Director (Operations) is entitled for a medical reimbursement expenses of ₹ 1,250/- (Rupees One Thousand Two Hundred Fifty only) per month. Additionally, family medical insurance coverage will be provided by the Company to Whole Time Director as per the Company's Policy. He is also covered under Group Accident Insurance policy as well.

Leave Travel Allowance (LTA): The Whole Time Director will be entitled to Leave Travel Allowance (LTA) per year of ₹ 3,00,000/- (Rupees Three Lakhs only).

Other Allowances: A special pay of ₹ 81,250 /- (Rupees Eighty One Thousand Two Hundred Fifty only)per month.

Retiral Benefits: Contribution to the Company's Provident Fund in accordance with applicable rules and regulations. Gratuity shall not exceed half a month's salary for each completed year of service, irrespective of his tenure of service.

Sitting Fees: The Whole Time Director (Operations) shall not be entitled to any Sitting Fees for attending the meetings of Board of Directors of the Company or Committees thereof.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during tenure of his office, the Whole Time Director (Operations) shall be paid the remuneration as above as minimum remuneration subject to the provisions of Schedule V to the Act read with any circulars, notifications laid down by the Ministry of Corporate Affairs from time to time or any modification thereof.

Pursuant to the provisions of Sections 117(3), 196, 197, 198 and Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration has been placed for the approval of the members in the Annual General Meeting.

The necessary information/disclosure in compliance with Schedule V relating to Mr. Anil Somshekar Karnad has been provided in a separate section of this Notice.

The Board recommends the resolution set out at Item no. 9 for the approval of the Members of the Company by way of Special Resolution.

None of the directors and Key Managerial Personnel of the Company and their relatives except Mr. Anil Somshekar Karnad is concerned or interested, financially or otherwise, in the resolution set out at Item no. 9

INFORMATION IN TERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information

Nature of Industry	Engineering
Date of commencement of commercial Production	The Company was incorporated in 1987 and had already commenced production
Financial performance based on given indicators	For the year ended March 31, 2026
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

Standalone financial performance based on given indicators: (For the year ended March 31, 2026)

Particulars	₹ in Lakhs
Sales and other Income	46,094.93
Gross Profit before interest, finance charges and depreciation	11939.52
Interest & Finance Charges	1,423.38
Depreciation	814.43
Profit before Tax	9,701.71
Exceptional Items	-
Tax Expenses	2,794.70
Profit after Tax	6,907.01

Foreign Investments or collaborators, if any:	Foreign Collaborators are as follows:
	(i) M/s. Nara Machinery Co. Ltd. (Japan) (ii) Komline-Sanderson Corporation (USA) and (iii) Idreco S.A. (Switzerland)

II. Information about the appointee / director :

Background Details	
Name of Director	Mr. Anil Somshekar Karnad
Age	60 years, 9 Months
Qualification	B.E (Mech.)

Past remuneration: Salary (monthly) – ₹ 5,80,000, HRA (monthly): ₹ 1,21,000, LTA (annually) : ₹ 3,00,000, Other allowances (monthly) – ₹ 80,640, Performance Bonus (one time) – ₹ 20,00,000, Fixed Bonus (monthly) – ₹ 1,47,000, retiral benefits (P.F. and Gratuity), Medical insurance cover as per Company policy.

Job profile and his suitability:
Mr. Anil Somshekar Karnad is responsible for the overall operational management of the Company. The Board is of the opinion that he has the requisite qualifications, expertise and experience for the job he is holding. He has completed B.E. (Mech.) from Mumbai University. Mr. Karnad has a varied and diverse experience and expertise in sectors such as oil & gas, fertilizers, power and chemicals, responsible for all verticals of deliveries, including Production, Quality, Engineering, Procurement, Subcontracting, Site Erection & Commissioning and Personnel.

Recognition or awards: Nil

Remuneration proposed : As prescribed above in the Explanatory Statement.

Comparative remuneration profile with respect to industry, size of the Company, profile of position and person: Mr. Anil Somshekar Karnad proposed remuneration matches his background, proven capabilities and vast experience in Industries. His remuneration is commensurate with the norms in the industry having regard to the size, complexities of this Company and the job responsibilities.

Pecuniary and other relationships: Except for receiving remuneration as Whole Time Director – Operations, Mr. Anil Somshekar Karnad has no pecuniary relationship with the Company. He is not related to any other managerial personnel or other Directors of the Company.

III. Other Information

Reasons of loss or inadequate profits:
The company currently has profitable operations. The Company has earned a net profit of ₹ 6,907.01 Lakhs during the year 2025-26 as compared to net profit of ₹ 5481.64 Lakhs in the previous year. The Company's operations are on a strong footing from a market perspective and is expected to maintain high operating margins in the forthcoming years, barring unforeseen circumstances and business exigencies. The Company is confident that it will be able to capture growth, riding on it's obvious strengths of premium quality offering, brand and the overall demand.

In terms of the net profits of the Company calculated as per the provisions of Section 198 of the Act, for the financial year ended 31st March, 2026, the remuneration payable to the said directors is within the permissible limits of the said section, however, the Company in spirit of good compliance has decided to take approval of shareholders through Special Resolution, as recommended.

Steps taken or proposed to be taken for improvement:
Company aims to execute high value orders and strengthen management in the coming years to achieve higher profitability.

Expected increase in productivity and profits in measurable terms
Aforesaid steps are likely to result in higher productivity and profits in the coming years, though it cannot be precisely determined.

Memorandum of Interest:
Except Mr. Karnad, seeking revision in his remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Item No. 10:

Approval of Commission Payable to Non-Executive Directors of the Company

The Non-Executive Directors of the Company, including Independent Directors, bring with them substantial experience, expertise and valuable perspectives across diverse fields including business strategy, finance, governance, risk management, industry practices and regulatory compliance. Through their participation in the deliberations of the Board and its Committees, they provide strategic guidance, independent oversight and constructive inputs that contribute significantly to the growth, governance standards and long-term sustainability of the Company.

Over the years, the roles and responsibilities of directors have expanded considerably in view of the evolving regulatory framework under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Directors are expected to devote substantial time and attention to strategic oversight, corporate governance, risk management, stakeholder engagement, succession planning, internal control systems and regulatory compliance.

The Company continues to benefit from the guidance and oversight of its Board. While the Executive Directors are responsible for the day-to-day management and operations of the Company, the Non-Executive Directors, including Independent Directors, contribute through independent judgement, strategic guidance, governance oversight and industry expertise.

Pursuant to Section 197 of the Companies Act, 2013, where a company has a Managing Director and/or Whole-time Director, remuneration by way of commission payable to all Non-Executive Directors, including Independent Directors, shall not exceed one percent (1%) of the net profits of the Company computed in accordance with Section 198 of the Act. Such remuneration is exclusive of sitting fees payable for attending meetings of the Board and Committees thereof and reimbursement of expenses incurred for participation in such meetings.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors has approved, subject to the approval of the Members, payment of commission aggregating to ₹67,50,000 (Rupees Sixty Seven Lakhs Fifty Thousand only) to the Non-Executive Directors of the Company for the financial year ended March 31, 2026.

In recommending the aforesaid commission, the Board has taken into consideration, inter alia, the roles and responsibilities of the Non-Executive Directors, their contribution towards governance oversight, strategic guidance, participation in Board and Committee deliberations, professional expertise and the time devoted towards the affairs of the Company during the year.

The Board further recognises the substantial contribution made by Mr. Amritanshu Khaitan (DIN: 00213413), Non-Executive Promoter Director, who, apart from participating in Board deliberations, continues to provide strategic guidance and business insights drawn from his extensive industry and business experience. His involvement includes contributing to the evaluation of the Company's long-term business strategy, growth opportunities, investment initiatives, stakeholder engagement and providing valuable industry and market insights to the Board and management. The Board has also noted the significant time devoted by him towards the affairs of the Company beyond formal Board and Committee meetings. Such contribution is advisory and strategic in nature and does not extend to the day-to-day management or operations of the Company.

The Nomination and Remuneration Committee and the Board have, in particular, considered the extent of Mr. Khaitan's continuing engagement on matters relating to long-term strategy, business development, growth initiatives and stakeholder engagement, together with the time devoted by him towards the affairs of the Company.

Accordingly, having regard to the nature and extent of his contribution during the financial year, the Board has recommended payment of commission of ₹50,00,000 (Rupees Fifty Lakhs only) to Mr. Amritanshu Khaitan.

The Board has further recommended payment of commission of ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only) each to the other seven Non-Executive Directors (including Independent Directors) having regard to their contribution, participation in Board and Committee meetings, governance oversight and strategic guidance provided during the year.

Particulars	Amount (₹)
Mr. Amritanshu Khaitan, Non-Executive Promoter Director	50,00,000
Seven other Non-Executive Directors (including Independent Directors) @ ₹2,50,000 each	17,50,000
Total Commission	67,50,000

The proposed commission is within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and shall be in addition to the sitting fees payable to the Non-Executive Directors for attending meetings of the Board and Committees thereof and reimbursement of expenses incurred for participation in such meetings.

In terms of Regulation 17(6)(ca) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is required where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors. Since the commission proposed to be paid to Mr. Amritanshu Khaitan exceeds the aforesaid threshold, approval of the Members is being sought by way of a Special Resolution.

Except to the extent of the remuneration payable to them, Mr. Amritanshu Khaitan and the other Non-Executive Directors of the Company may be deemed to be concerned or interested, financially or otherwise, in this Resolution. None of the Managing Director, Whole-time Director(s), Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

By Order of the Board of Directors

Abhijit Mehta
Company Secretary
Membership No.: 61473

Kolkata,
14th August, 2026

Regd. Office :
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Biowonder – Block A, 789,
Anandapur, Eastern Metropolitan Bypass,
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