

INDIAN ACRYLICS LIMITED

INDIAN ACRYLICS LIMITED (CIN: L24301PB1986PLC006715)

Regd. Office: Village Harkishanpura, Sub-Tehsil Bhawanigarh,
Distt. Sangrur (Punjab) -148026.
Email: shares@indianacrylics.com, Website: www.indianacrylics.com
Phone: +91-172-2793112, Fax: +91-172-2794834

NOTICE

NOTICE is hereby given that the **38th Annual General Meeting** of the Shareholders of the Company shall be held as scheduled below:

Day & Date	:	Monday, 29th September, 2025
Time	:	11:30 A.M.
Venue	:	Company's Regd. Office at Village Harkishanpura, Sub-Tehsil Bhawanigarh, Distt. Sangrur (Punjab) - 148026

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2025 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Sanjay Krishan Ahuja (DIN: 00399501), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration, decided by the Board of Directors, based on the recommendation of Audit Committee, of Rs.50,000/- (Rs. Fifty thousand only) plus applicable taxes and out of pocket expenses per year to M/s Aggarwal Vimal & Associates (Firm Registration Number: 000350), Cost Accountants, appointed by the Board of Directors of the Company as Cost Auditors, to conduct the Audit of the Cost Records of the Company in respect of the Company's Unit located at Village Harkishanpura, Tehsil Bhawanigarh, Distt. Sangrur, Punjab for the Financial Year ended 31st March 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

4. To consider and if thought fit, to pass with or without modifications, if any, the following resolution as **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and Regulation 24A of the SEBI (LODR) Regulations, 2015 as amended, and based on the recommendation of Audit Committee and approved by Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of M/s S.K. Sikka & Associates, Company Secretaries as the Secretarial Auditors of the Company for a period of five years commencing from 01.04.2025 to 31.03.2030 to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company as determined by Audit Committee in consultation with the said Secretarial Auditors.

FURTHER RESOLVED THAT Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and the Rules made there under read with Schedule IV to the Act, as amended from time to time and SEBI (LODR) Regulations, 2015, Smt. Deva Bharathi Reddy (DIN: 08763741), Director who was appointed as an Independent Director of the Company for a term of five years up to September 14, 2025 has submitted a declaration that she meets with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby reappointed as an Independent Director, for a second term of five consecutive years commencing

from 15.09.2025 to 14.09.2030, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and the Rules made there under read with Schedule IV to the Act, as amended from time to time and SEBI (LODR) Regulations, 2015, Smt. Tejinder Kaur (DIN: 00512377), Director who was appointed as an Independent Director of the Company for a term of three years up to November 10, 2025 has submitted a declaration that she meets with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby reappointed as an Independent Director, for a second term of five consecutive years commencing from 11.11.2025 to 10.11.2030, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors

Place: Harkishanpura
Date: 13.08.2025

BHAVNESH K GUPTA
G.M. CUM COMPANY SECRETARY
FCS-3255

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/ re-appointment at this Annual General Meeting of the Company are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.**

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The members are requested to bring duly filled attendance slip.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **23-09-2025 to 29-09-2025 (both days inclusive)**.
7. As per amendment in Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed Company can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
8. In compliance with MCA General Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 along with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 relaxation has been provided to Companies regarding dispatch of physical copy of Annual Report to Shareholders. Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Com-

pany/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website and website of the BSE Limited (BSE) for download.

9. As per Regulation 36(1)(b) of the SEBI Listing Regulations, Web-link: https://www.indianacrylics.com/annual_reports.htm has been provided for downloading Annual Report for FY 2024-25, for those members who have not registered their email address with the Company / Depository Participants / M/s Alankit Assignments Ltd [(Registrar and Share Transfer Agent of the Company)] Members holding shares in Physical Form are requested to update their KYC details i.e. PAN, Nomination, Contact details, Bank A/c details and Specimen signature with RTA and members holding shares in Demat Form are requested to update their KYC and nomination with their Depositories concerned, if not already done pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024.
10. Shareholders holding shares in physical form were mandatorily required to furnish ISR-1 (KYC Updation), SH-13 (Nomination Form) available on our website with enclosures on Web-link:- https://www.indianacrylics.com/kyc_updation.htm in compliance of earlier SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 with Company/ RTA on or before 30.09.2023 to avoid freezing of folio. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular bearing No. SEBI/MIRSD/POD-1/P/CIR/2023/181 dated 17 November 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
12. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
13. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.
14. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR read with SEBI circular dated 9th December, 2020, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

The instructions for shareholders voting electronically are as under:

1. The voting period begins on September 26, 2025 at 9.00 a.m. and will end on September 28, 2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September, 2025 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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 shareholder's /retail shareholders is at a negligible level.

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

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

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

4. 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual **meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL** 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 is 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. 2. If the user is not registered for IDeAS e-Services, option to register is available 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 (DP)	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.

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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.

5. Login method for e-Voting 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:

	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.

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

6. After entering these details appropriately, click on "SUBMIT" tab.
7. 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.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant Company Name < INDIAN ACRYLICS LIMITED > on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.

13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the voting cast by clicking on "Click here to print" option on the Voting page.
15. 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.
16. there is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. 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 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 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; shares@indianacrylics.com (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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.
- If you have any queries or issues regarding 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
- 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 at toll free no. 1800 21 09911
- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2025 may follow the same instructions as mentioned above for e-Voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
18. The Board of Directors has appointed Mr. S.K. Sikka, Practicing Company Secretary (ICSI Membership No. FCS- 4241 and CP No.3582) Proprietor of S.K. Sikka & Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 19. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange.
 15. Relevant documents referred to in the notice and the explanatory Statement including register of shareholding of Directors and Key Managerial Personnel are open for inspection by members at the registered office of the Company on all working days during Normal business hours (09:30 am to 5.30 pm) upto and including the date of meeting.

Place: Harkishanpura
Date: 13.08.2025

BHAVNESH K GUPTA
G.M. CUM COMPANY SECRETARY
FCS-3255

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

ITEM NO. 3

Pursuant to Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of Rs.50,000/- (Rupees fifty thousand only) plus applicable taxes and out of pocket expenses per year to the Cost Auditors as approved by the Board of Directors in their meeting held on 30.05.2025 for the Financial Year ended 31st March 2026.

The Board recommends the ordinary resolution mentioned at Item No. 3 of the accompanying Notice for approval of the members. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM No. 4

Pursuant to provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 read with Section 204 of the Companies Act, 2013 every Listed Company should undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and should annex a Secretarial Audit Report in prescribed form with the annual report of the listed entity.

Furthermore, pursuant to recent amendments made to Regulation 24A of the SEBI Listing Regulations effective from 01.04.2025, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, Board of Directors have approved appointment of M/s S.K. Sikka & Associates, Company Secretaries as the Secretarial Auditors of the Company for a period of five years commencing from 01.04.2025 to 31.03.2030 subject to approval of shareholders.

While recommending M/s S.K. Sikka & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. It was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. S.K. Sikka & Associates is a well-known firm of Practising Company Secretaries founded in 2001 and based in Chandigarh having significant experience in the field of professional services in Corporate Law, SEBI Regulations, FEMA Compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. S.K. Sikka & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, the consent of the shareholders is sought for the appointment of M/s. S.K. Sikka & Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends the ordinary resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 5

Smt. Deva Bharathi Reddy (DIN:08763741), aged 60 years was appointed as Non-Executive Independent Director of the Company under Section 149 & 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made thereunder, not subject to retirement by rotation, for a term of five years from 15.09.2020 to 14.09.2025.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders. She has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act. She is Independent of the Management and is eligible for re-appointment as an Independent Director. The Board of Directors of the Company ('the Board') at their meeting held on 13.08.2025 on the basis of report of performance evaluation and as per recommendation of the Nomination & Compensation Committee, recommended her reappointment for the approval of the Members.

The resolution seeks the approval of members for the re-appointment of **Smt. Deva Bharathi Reddy** as an Independent Director of the Company for a second term commencing from 15.09.2025 to 14.09.2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

A justification for her Re-appointment as Non-Executive Independent Director of the Company is as under:

Smt. Deva Bharathi Reddy (DIN: 08763741), holds a Bachelor's Degree in the field of Science She possesses extensive knowledge in various functional areas of Science and Technology and ability to advise the management on several technical and corporate aspects of the Company's Business and is also serving as Independent Director of Steel Strips Wheels Limited.

Considering the experience and contribution of Smt. Deva Bharathi Reddy her re-appointment on the Board as a Non-Executive Independent Directors, would be in the interest of the Company. On the recommendation of Nomination and Remuneration Committee, Board recommends the special resolution mentioned at Item No. 5 of the accompanying Notice for approval of the members. A brief resume of Smt. Deva Bharathi Reddy, the nature of her expertise, Directorships held in other Companies, Committee Memberships/ Chairmanships, shareholding etc., is separately annexed hereto.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Smt. Deva Bharathi Reddy is in any way concerned or interested (financially or otherwise), in the resolutions mentioned at Item No's 5 at the accompanying Notice.

ITEM No. 6

Smt. Tejinder Kaur (DIN: 00512377) aged 76 years was appointed as Non-Executive Independent Director of the Company under Section 149 & 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made thereunder, not subject to retirement by rotation, for a term of three years from 11.11.2022 to 10.11.2025.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders. She has submitted a declaration that She meets the criteria of independence as provided in Section 149(6) of the Act. She is Independent of the Management and is eligible for re-appointment as an Independent Director. The Board of Directors of the Company ('the Board') at their meeting held on 13/08/2025 on the basis of report of performance evaluation and as per recommendation of the Nomination & Compensation Committee, recommended her reappointment for the approval of the Members.

The resolution seeks the prior approval of members for the re-appointment of Smt. Tejinder Kaur who has attained the age of 75 years as an Independent Director of the Company for a second term commencing from 11.11.2025 to 10.11.2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

A justification for her Re-appointment as Non-Executive Independent Director of the Company is as under:

Smt. Tejinder Kaur, is IAS (Retired) and has held various prestigious positions. She possesses appropriate skills, experience and knowledge of management and other disciplines related to the Company's business and is also serving as Independent Director of SAB Industries Limited and Steel Strips Infrastructures Limited.

Considering the long standing experience and contribution of Smt. Tejinder Kaur, her re-appointment on the Board after attaining the age above seventy-five years, as a Non-Executive Independent Directors, would be in the interest of the Company. On the recommendation of Nomination and Remuneration Committee, Board recommends the special resolution mentioned at Item No. 6 of the accompanying Notice for approval of the members.

A brief resume of Smt. Tejinder Kaur, the nature of his expertise, Directorships held in other Companies, Committee Memberships/ Chairmanships, shareholding etc., is separately annexed hereto.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Smt. Tejinder Kaur is in any way concerned or interested (financially or otherwise), in the resolutions mentioned at Item No's 6 at the accompanying Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN ANNUAL GENERAL MEETING

Name of Director (DIN)	Shri Sanjay Krishan Ahuja (DIN: 00399501)	Smt. Tejinder Kaur (DIN: 00512377)	Smt. Deva Bharathi Reddy (DIN: 08763741)
Date of Birth	01/12/1960	26/09/1949	18/10/1965
Date of first Appointment	14/02/2022	11/11/2022	15/09/2020
Qualification/ Experience in Specific functional areas	He is graduate and Nominee Director of PSIDC	Smt. Tejinder Kaur, IAS (Retired) had held various prestigious positions. She possessed appropriate skills, experience and knowledge of management and other disciplines related to the Company's business.	She holds a Bachelor's Degree in the field of Science. She has Extensive knowledge in various functional areas of science and technology and has the ability to advise the management on several technical and corporate aspects of the Company's business
List of Companies in which outside Directorships held (Excluding Private Limited/ Foreign Company)	Nil	SAB Industries Ltd. Steel Strips Infrastructures Ltd. Paul Merchants Ltd.	Steel Strips Wheels Ltd.
Chairman/ Member of the committee of Board of Directors of the Company includes only Audit Committee and Stakeholders Relationship Committee	Nil	Chairperson of Audit Committee	Nil
Chairman/ Member of the Committee of Directors of other Companies in which he is a Director includes only Audit Committee and Stakeholders Relationship Committee	Nil	Chairperson of Audit Committee of SAB Industries Ltd. and Steel Strips Infrastructures Ltd.	Nil
No. of shares held in the Company	Nil	Nil	Nil
Relationship with other Director/ Key Managerial Personnel	Nil	Nil	Nil

For other details, such as, Number of meetings of the Board attended during the financial year, Remuneration last drawn, Remuneration proposed to be paid, Terms and Conditions of Appointment /re-appointment, please Refer to the attached Board's Report, Corporate Governance Report and the Notice alongwith Explanatory Statement.