

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Second (22nd) Annual General Meeting (AGM) of the Members of M/s. Kritika Wires Limited ("the Company") will be held on Wednesday, 12th August, 2026 at 1.00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

Item No. 1 - Adoption of Audited Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors ("the Board") and auditors thereon.

Item No. 2 - Appointment of Mr. Sanjeev Binani (DIN: 01149866) as a director, liable to retire by rotation

To re-appoint Mr. Sanjeev Binani (DIN: 01149866), who retires by rotation, and being eligible, has offered himself for reappointment.

SPECIAL BUSINESS

Item No. 3 - Approval of re-appointment of Mr. Hanuman Prasad Agarwal (DIN: 00654218) as the Managing Director of The Company

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

"RESOLVED THAT pursuant to Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable (including any statutory modification or re-enactment for the time being in force), applicable clauses of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Hanuman Prasad Agarwal (DIN: 00654218), who is eligible for re-appointment, be and is hereby re-appointed as the Managing Director, for a term of 3 (three) consecutive years commencing from 11th May, 2026, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Managing Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 4 – Approval of re-appointment of Mr. Ankush Agarwal (DIN: 08071021) as the Whole-Time Director of the Company

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

“**RESOLVED THAT** pursuant to Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable (including any statutory modification or re-enactment for the time being in force), applicable clauses of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ankush Agarwal (DIN: 08071021), who is eligible for re-appointment, be and is hereby re-appointed as the Whole-time Director, for a term of 3 (three) consecutive years commencing from 11th May, 2026 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Whole-time Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Item No.5- Approval of re-appointment of Mr. Naresh Kumar Agarwal (DIN: 01020334) as the Chairman cum Whole-Time Director of the Company

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

“RESOLVED THAT pursuant to Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable (including any statutory modification or re-enactment for the time being in force), applicable clauses of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Naresh Kumar Agarwal (DIN: 01020334), who is eligible for re-appointment, be and is hereby re-appointed as the Chairman cum Whole-time Director, for a term of 3 (three) consecutive years commencing from 11th May, 2026 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Whole-time Director cum Chairman, subject to the overall limits as specified in read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 6 -Appointment of Mr. Hunny Bhalotia (DIN: 11101662) as the Non-Executive Independent Director of the Company

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

“RESOLVED pursuant to the provisions of Section 149, 150, 161 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions and rules, if any, of the Companies Act, 2013, as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and on the recommendation of Nomination and

Remuneration Committee and the Board of Directors, Mr. Hunny Bhalotia (DIN: 11101662), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 14th May, 2026 by the Board of Directors and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company, for a term of 5 [five] consecutive years commencing from 14th May, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution.”

Item No. 7- Ratification of Remuneration of Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the remuneration of Rs. 75,000/- p.a. (Rupees Seventy-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, as payable to M/s. Sohan Lal Jalan & Associates, Cost Accountants, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2027.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 8 - Corporate Guarantee to State Bank of India; YES Bank Ltd.; Axis Bank Ltd. and ICICI Bank Ltd. for the Credit Facilities availed / to be availed by M/s. HM Power and Cables Private Limited in terms of Section 185 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185, 186, 188 and all other applicable provisions of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force),

Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to provide Corporate Guarantee to **State Bank of India ; YES Bank Ltd.; Axis Bank Ltd. and ICICI Bank Ltd.** (hereinafter referred to as “the Lender”) for the credit facilities availed / to be availed by M/s. **HM Power and Cables Private Limited**, a Company in which the Directors of the Company are interested, upto an aggregate amount not exceeding Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only) in one or more tranches and on the terms and conditions set out in the explanatory statement.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to determine and finalize the terms and conditions of the said guarantee and to accept any modifications in the terms and conditions and to do all such acts, things, deeds and matters and execute all such documents, instruments and writings as they may in its sole discretion deem necessary or expedient for the purpose of giving effect to the aforesaid resolution.”

For **Kritika Wires Limited**

Date: 13th July, 2026
Place: Kolkata

Komal Kanodia
Company Secretary

Notes:

1. Pursuant to the General Circular No. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video-Conferencing (VC)/Other Audio-Video Means (OAVM), without the physical presence of members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 22nd AGM of the Company is being held through VC/OAVM.

2. Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutiniser at sgswetagupta13@gmail.com with a copy marked to pradip.bhattacharyya@in.mpms.muvg.com and to the Company at compliance@kritikawires.com .
4. M/s. **MUFG Intime India Private Limited**, having its registered office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai City, Mumbai, Maharashtra, India - 400083 is appointed as Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

6. In case of joint holders, 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 at the AGM.
7. As per the provisions of Section 103 of the Companies Act, 2013, shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.
8. In accordance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depositories. Members may note that the Notice of AGM and Annual Report 2025-26 will also be available on the Company's website www.kritikawires.com, website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of MUFG Intime India Private Limited at <https://in.mpms.mufg.com/>.
9. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for on-line inspection at the AGM.
11. An Explanatory Statement pursuant to Section 102 of the Act in respect of the special businesses set out above and additional information of Director proposed to be appointed / re-appointed at the forthcoming Annual General Meeting as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
12. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.

Voting Through Electronic Means:

13. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing 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 arrangement with **MUFG Intime India Private Limited** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as Venue Voting on the date of the AGM will be provided by **MUFG Intime India Private Limited**.
14. The Board of Directors has appointed M/s RSG & Associates, Company Secretaries, (Proprietor – Ms. Sweta Gupta, ACS- 59873) as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
15. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
16. The remote e-voting period commences on **09th August, 2026 (9:00 am)** and ends on **11th August, 2026 (5:00 P.M)**. During this period, members of the Company holding shares as on the cut-off date of Wednesday, **05th August, 2026**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by **MUFG Intime India Private Limited** for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
17. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being **05th August, 2026**. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

18. Any person who become member of the Company subsequent to the dispatch of the Notice of AGM and holds the shares as on the cut-off date i.e., **05th August, 2026** may obtain the Login ID and Password by sending a request at rnt.helpdesk.in@mpms.muvg.com or Company at compliance@kritikawires.com /RTA at pradip.bhattacharyya@in.mpms.muvg.com .
19. 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM 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 herein 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 at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@kritikawires.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@kritikawires.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.**

If you have any queries or issues regarding attending AGM & e-Voting, you can write an email to instameet@in.mpms.mufig.com or rnt.helpdesk.in@mpms.mufig.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company’s registered email address.

- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA)
 - Click “Submit”.

(Home page of e-voting will open.
Follow the process given under
"Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
 - User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 - Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Enter Image Verification (CAPTCHA) Code.
 - Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders (“Custodian/ Corporate Body/ Mutual Fund”)

STEP 1 – Custodian/ Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section

C. Map the Investor with the following details:

- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".

- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on:

- Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <u>evoting@nsdl.co.in</u> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both

then the shareholder can use the “Forgot Password” option available on:
<https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:
<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

Item No. 3

pursuant to Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other relevant provisions and rules made thereunder, Mr. Hanuman Prasad Agarwal (DIN: 00654218) was re-appointed as the Managing Director for a period of 3 (Three) years w.e.f 11th May, 2023. The tenure of Mr. Hanuman Prasad Agarwal (DIN: 00654218) has expired on 10th May, 2026.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and pursuant to provisions of Sections 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hanuman Prasad Agarwal (DIN: 00654218) is eligible for re-appointment as a Managing Director of the Company.

The Company has received declaration from Mr. Hanuman Prasad Agarwal (DIN: 00654218) that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Hanuman Prasad Agarwal (DIN: 00654218) holds a Bachelor's degree in Commerce and has 37 years of experience in the Wire Industry. He has in-depth understanding of the Wire Market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 14th May, 2026 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mr. Hanuman Prasad Agarwal (DIN: 00654218) as detailed here under:

- a) Salary: The Managing Director shall receive a remuneration of upto a maximum of Rs. 60,00,000/- p.a. (Rupees Sixty Lacs Only) P.A (inclusive of Salary, Bonus, perquisites and other allowances and benefits).
- b) Perquisites: For such amount as may be decided by the Board of Directors.

Duties and Powers:

- a) The Managing Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Other Terms and conditions:

- a) Managing Director shall not be liable to retire by rotation.
- b) This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Hanuman Prasad Agarwal (DIN: 00654218) if he becomes bankrupt or makes any composition or arrangement with his creditors or if he ceases to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on his part, to be observed and performed.
- d) Mr. Hanuman Prasad Agarwal (DIN: 00654218) shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Hanuman Prasad Agarwal (DIN: 00654218) (the appointee), Mr. Ankush Agarwal (DIN: 08071021), and Mr. Naresh Kumar Agarwal (DIN: 01020334), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Hanuman Prasad Agarwal (DIN: 00654218) as Managing Director for a further period of 3 (three) consecutive years w.e.f. 11th May, 2026, for approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice for your approval as Special Resolution.

Item No. 4

pursuant to Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mr. Ankush Agarwal (DIN: 08071021) was appointed as the Whole-time Director for a period of 3 (three) years w.e.f. 11th May, 2023. The tenure of Mr. Ankush Agarwal (DIN: 08071021) has expired on 10th May 2026.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 197, 198 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ankush Agarwal (DIN: 08071021) is eligible for re-appointment as a Whole-time Director of the Company.

The Company has received declaration from Mr. Ankush Agarwal (DIN: 08071021) that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Ankush Agarwal (DIN: 08071021) holds a Bachelor's degree in Technology. He has wide experience of around 7 years in the field of technology, marketing and administration.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 14th May, 2026 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mr. Ankush Agarwal (DIN: 08071021) as detailed here under:

- a) Salary: The Whole-time Director shall receive a remuneration upto a maximum of Rs. 45,00,000/- p.a. (Rupees Forty-five Lacs Only) P.A (inclusive of Salary, Bonus, perquisites and other allowances and benefits).
- b) Perquisite: For such amount as may be decided by the Board of Directors

Duties and Powers:

- a) The Whole-time Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Whole-time Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Whole-time Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Other Terms and conditions:

- a) The Whole-time Director shall be liable to retire by rotation.
- b) This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Ankush Agarwal (DIN: 08071021) if he becomes bankrupt or makes any composition or arrangement with his creditors or if he cease to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on his part, to be observed and performed.
- d) Mr. Ankush Agarwal (DIN: 08071021) shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Ankush Agarwal (DIN: 08071021) (the appointee), Mr. Hanuman Prasad Agarwal (DIN: 00654218) and Mr. Naresh Kumar Agarwal (DIN: 01020334), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Ankush Agarwal (DIN: 08071021) as Whole-time Director for a further period of 3 (three) consecutive years w.e.f. 11th May, 2026, for approval of the Members of the Company by way of Special Resolution. The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for your approval as Special Resolution.

Item No. 5

Pursuant to Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mr. Naresh Kumar Agarwal (DIN: 01020334) was re-appointed as the Chairman cum Whole-time Director for a period of 3 (three) years w.e.f. 11th May, 2023. The tenure of Mr. Naresh Kumar Agarwal (DIN: 01020334) has expired on 10th May, 2026.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Kumar Agarwal (DIN: 01020334) is eligible for re-appointment as a Chairman cum Whole-time Director of the Company.

The Company has received declaration from Mr. Naresh Kumar Agarwal (DIN: 01020334) that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Naresh Kumar Agarwal (DIN: 01020334) holds a Commerce Graduate. He has 42 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 14th May, 2026 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mr. Naresh Kumar Agarwal (DIN: 01020334) as detailed here under:

a) Salary: The Whole-time Director shall receive a remuneration upto maximum of Rs. 20,00,000/- p.a. (Rupees Twenty Lacs Only) P.A (inclusive of Salary, Bonus, perquisites and other allowances and benefits).

b) Perquisite: For such amount as may be decided by the Board of Directors.

Duties and Powers:

a) The Whole-time Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

b) The Whole-time Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.

c) The Whole-time Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Other Terms and conditions:

a) The Whole-time Director shall be liable to retire by rotation.

b) This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.

c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Naresh Kumar Agarwal (DIN: 01020334) if he becomes bankrupt or makes any composition or arrangement with her creditors or if he ceases to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on his part, to be observed and performed.

d) Mr. Naresh Kumar Agarwal (DIN: 01020334) shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.

e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Naresh Kumar Agarwal (DIN: 01020334), (the appointee), Mr. Hanuman Prasad Agarwal (DIN: 00654218) and Mr. Ankush Agarwal (DIN: 08071021), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Naresh Kumar Agarwal (DIN: 01020334) as Whole-time Director for a further period of 3 (three) consecutive years w.e.f. 11th May, 2026, for approval of the Members of the Company by way of Special Resolution. The Board recommends the resolution set out at Item No. 5 of the accompanying Notice for your approval as Special Resolution.

Item No. 6

Mr. Rajiv Adukia (DIN: 10371673) has resigned from the Company with effect from 30th March, 2026.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Hunny Bhalotia (DIN: 11101662) as an Additional Non-Executive Independent Director of the Company with effect from 14th May, 2026 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 161(1) of the Act, Mr. Hunny Bhalotia holds office up to the date of this Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Non-Executive Independent Director of the Company.

The Company has received from Mr. Hunny Bhalotia (DIN: 11101662) his consent to act as a Director in Form DIR-2, a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and a confirmation that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other regulatory authority.

Mr. Hunny Bhalotia has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. The Board is of the opinion that his knowledge, professional expertise and experience will provide valuable guidance to the Company and contribute effectively to its governance and long-term growth. Accordingly, the Board recommends the Special Resolution for approval by the Members.

Terms and Conditions of Appointment

a) Mr. Hunny Bhalotia (DIN: 11101662) shall be appointed as a Non-Executive Independent Director of the Company for a term of **5 (five) consecutive years** commencing from **14th May, 2026**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) During his tenure, Mr. Hunny Bhalotia shall discharge his duties and responsibilities in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, the Company's Code of Conduct for Directors and Senior Management Personnel, the Code for Independent Directors as prescribed under Schedule IV to the Companies Act, 2013 and such other policies and guidelines as may be applicable from time to time.

c) Mr. Hunny Bhalotia shall provide independent judgment on matters relating to strategy, performance, risk management, corporate governance, regulatory compliance and such other matters as may be placed before the Board and its Committees.

d) As an Independent Director, Mr. Hunny Bhalotia shall not be liable to retire by rotation in terms of Section 149(13) of the Companies Act, 2013.

e) Mr. Hunny Bhalotia shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred for participation in such meetings, as approved by the Board from time to time, within the limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He may also be paid commission, within the limits prescribed under the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Hunny Bhalotia, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of this resolution as a **Special Resolution**.

Item No. 7- Ratification of Remuneration of Cost Auditor

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sohan Lal Jalan & Associates, Cost Accountants (Firm Registration No. 000521) as the Cost Auditors of the Company for conducting the audit of the cost records maintained by the Company for the financial year 2026-27 at a remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as approved by the Board of Directors, is required to be ratified subsequently by the Members of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for ratification of remuneration payable to the Cost Auditor for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 8-Corporate Guarantee to State Bank of India; YES Bank Ltd.; Axis Bank Ltd. and ICICI Bank Ltd. for the Credit Facilities availed / to be availed by M/s. HM Power and Cables Private Limited in terms of Section 185 of the Companies Act, 2013

Your company has received a request from M/s HM Power and Cables Private Limited, a company in which the Directors of the company are interested, to give corporate guarantee amounting upto Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crore Only), in one or more tranches, against Credit Facilities availed / to be availed by them.

As per Section 185, 186 and 188 of the Companies Act, 2013 (as amended) and SEBI (LODR) Regulation 2015, a company may provide corporate guarantee to a company in which director(s) of the company are interested provided that the approval of members is received and other conditions as mentioned in the Act are complied with.

The approval sought under this Item shall be in supersession of all the earlier resolutions passed by the Members of the Company in respect of the corporate guarantee provided/to be provided on behalf of M/s. HM Power and Cables Private Limited.

Since the Board is of the opinion that the providing of corporate guarantee would be beneficial to the Company and Group as a whole and the terms and conditions of the said guarantee are not detrimental to the interest of the company and its stakeholders, the consent of the members is being sought under Section 185 to enable the Company to provide corporate guarantee on behalf of M/s HM Power and

Cables Private Limited. The said guarantee shall be utilized for the credit facilities availed / to be availed by M/s HM Power and Cables Private Limited from **State Bank of India ; YES Bank Ltd.; Axis Bank Ltd. and ICICI Bank Ltd.**

The principal terms and conditions and full particulars of the Corporate Guarantee are as under:

- a) Nature of Transaction: Corporate Guarantee
- b) Amount: To the extent of Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crore Only) in one or more tranches.
- c) Rate of Interest: Not Applicable
- d) Terms of Repayment: Not Applicable.
- e) Purpose: To secure the credit facilities availed by M/s HM Power and Cables Private Limited from **State Bank of India , YES Bank Ltd.; Axis Bank Ltd. and ICICI Bank Ltd.**

Your Board recommends the Resolution for approval of the members as a Special Resolution.

The Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their existing directorship and shareholding in the said company.

For **Kritika Wires Limited**

Date: 13th July, 2026
Place: Kolkata

Komal Kanodia
Company Secretary

ANNEXURE TO THE NOTICE

Brief Profile of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

a) Mr. Sanjeev Binani (DIN: 01149866)

Mr. Sanjeev Binani, born on 22nd July, 1967 is associated with the company from 2004. He was first appointed on the board on 31st May, 2004. He is a B. Com graduate and brings in a vast experience of 29 years (approx) in the field of marketing and management.

He is not related to any director and holds 1,50,000 equity shares of the Company.

Further he is not debarred from holding office of director by virtue of SEBI order or any such authority.

b) Hanuman Prasad Agarwal (DIN: 00654218)

Mr. Hanuman Prasad Agarwal (DIN: 00654218) holds a Bachelor's degree in Commerce and has 37 years of experience in the Wire Industry. He has in-depth understanding of the Wire Market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.

He is relative of Mr. Naresh Kumar Agarwal (DIN: 01020334), Chairman cum Whole-time Director and Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director. He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is a director and member of the Board committees of Classic Electrodes (India) Limited, a listed company. He holds 1,75,10,787 equity shares in Kritika Wires Limited.

c) Mr. Naresh Kumar Agarwal (DIN: 01020334)

Mr. Naresh Kumar Agarwal (DIN: 01020334) holds a Commerce Graduate. He has 42 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products.

He is relative of Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director and Mr. Hanuman Prasad Agarwal (DIN: 00654218), Managing Director. He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is not holding Directorship/Committee Membership in any other listed company. He is holding 1,25,99,999 equity shares in the Company.

d) Mr. Ankush Agarwal (DIN: 08071021)

Mr. Ankush Agarwal (**DIN: 08071021**) holds a Bachelor's degree in Technology. He has wide experience of around 7 years in the field of technology, marketing and administration.

He is relative of Mr. Naresh Kumar Agarwal (DIN: 01020334), Chairman cum Whole-time Director and Mr. Hanuman Prasad Agarwal (DIN: 00654218), Managing Director. He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is not holding Directorship/Committee Membership in any other listed company. He is not holding any equity shares in the Company.

e) Mr. Hunny Bhalotia (DIN: 11101662)

Mr. Hunny Bhalotia is Chartered Accountant in Practice having **Membership No. 257985 and FRN: 026342S**. He has vast experience of over 5 years in financial Management, Auditing, Direct and indirect taxation, internal control, business planning, due diligence and strategic planning.

He is **not related** to any Director and his office shall not be eligible for retirement by rotation. Further, he is not holding any shares in the Company.

He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is currently associated as a director with **BIZ PROCESS HUBS PRIVATE LIMITED**.

He is not holding Directorship/Committee Membership in any other listed company. He is not holding any equity shares in the Company.