



## **NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty-first (21<sup>st</sup>) Annual General Meeting (AGM) of the Members of M/s. Kritika Wires Limited ("the Company") will be held on Wednesday, 24<sup>th</sup> September, 2025 at 1.00p.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 31<sup>st</sup> March, 2025 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 - Appointment of M/s. RSG & Associates, Company Secretaries (Proprietor Ms. Sweta Gupta, ACS-59873), as Secretarial Auditors of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of **M/s. RSG & Associates, Company Secretaries (Proprietor Ms. Sweta Gupta, ACS-59873)**, as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof).

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.



**Item No. 4 –Appointment of Mr. Joyjit Das (DIN: 10994054) as the Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Joyjit Das (DIN: 10994054), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 14<sup>th</sup> August, 2025 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 14<sup>th</sup> August, 2025, 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. 5 –Appointment of Mrs. Sarika Kedia (DIN:11244153) as the Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mrs. Sarika Kedia (DIN: 11244153), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 14<sup>th</sup> August, 2025 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 14<sup>th</sup> August, 2025, 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. 6 - Revision of Remuneration of Mr. Hanuman Prasad Agarwal (DIN: 00654218), Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Hanuman Prasad Agarwal (DIN: 00654218), Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2025 upto a maximum of Rs. 60,00,000/- (Rupees Sixty Lacs Only) P.A ( inclusive of Salary, Bonus, perquisites and other allowances and benefits).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby further authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Hanuman Prasad Agarwal shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

**RESOLVED FURTHER THAT** any Director and / or Company Secretary of the Company be and are hereby individually authorized to file such requisite application, representation, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution.

**Item No. 7 - Revision in Remuneration of Mr. Naresh Kumar Agarwal (DIN: 01020334) 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 the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Naresh Kumar Agarwal (DIN: 01020334), Chairman cum Whole-time Director of the Company w.e.f. 1<sup>st</sup> April, 2025 upto a maximum of



Rs. 20,00,000/- ( Rupees Twenty Lacs Only) P.A ( inclusive of Salary, Bonus, perquisites and other allowances and benefits).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby further authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Naresh Kumar Agarwal (DIN: 01020334) shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

**RESOLVED FURTHER THAT** any Director and / or Company Secretary of the Company be and are hereby individually authorized to file such requisite application, representation, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution.

**Item No. 8 - Revision in Remuneration of Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director of the Company w.e.f. 1<sup>st</sup> April, 2025 upto a maximum of Rs. 45,00,000/- ( Rupees Forty Five Lacs Only) P.A ( inclusive of Salary, Bonus, perquisites and other allowances and benefits).:

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby further authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.



**RESOLVED FURTHER THAT** any Director and / or Company Secretary of the Company be and are hereby individually authorized to file such requisite application, representation, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution.

**Item No. 9 - 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 31<sup>st</sup> March, 2026.

**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. 10 - 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. 1,50,00,00,000/- (Rupees One 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: 14<sup>th</sup> August, 2025**

**Place: Kolkata**

**Sd/-**

**Mahesh Kumar Sharma**  
**Company Secretary & Compliance Officer**



**Notes:**

1. Pursuant to the General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> 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 21<sup>st</sup> 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](mailto:sgswetagupta13@gmail.com) with a copy marked to [pradip.bhattacharyya@in.mpms.mufg.com](mailto:pradip.bhattacharyya@in.mpms.mufg.com) and to the Company at [compliance@kritikawires.com](mailto:compliance@kritikawires.com).
4. M/s. MUFG Limited, having its registered office at C-101, 1<sup>st</sup> 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 2024-25 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 2024-25 will also be available on the Company's website [www.kritikawires.com](http://www.kritikawires.com).





website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of MUFG Intime India Private Limited at <https://in.mpms.mufig.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. The Register of Members shall remain closed from September 18, 2025 to September 24, 2025 (both days inclusive) for the purpose of 21<sup>st</sup> AGM of the Company.
13. 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:**

14. 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**.
15. 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.
16. 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.





17. The remote e-voting period commences on **21<sup>st</sup> September, 2025 (9:00 am)** and ends on **23<sup>rd</sup> September, 2025(5:00 P.M)**. During this period, members of the Company holding shares as on the cut-off date of Wednesday, **17<sup>th</sup> September, 2025**, 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.
18. 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 **17<sup>th</sup> September, 2025**. 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.
19. 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., **17<sup>th</sup> September, 2025** may obtain the Login ID and Password by sending a request at [rnt.helpdesk.in@mpms.mufg.com](mailto:rnt.helpdesk.in@mpms.mufg.com) or Company at [compliance@kritikawires.com](mailto:compliance@kritikawires.com) /RTA at [pradip.bhattacharyya@in.mpms.mufg.com](mailto:pradip.bhattacharyya@in.mpms.mufg.com).
20. 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.

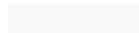


7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@kritikawires.com](mailto:compliance@kritikawires.com) . 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](mailto: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.mufg.com](mailto:instameet@in.mpms.mufg.com) or [rnt.hepldesk.in@mpms.mufg.com](mailto:rnt.hepldesk.in@mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000 / 4918 6175.





**THE INTRUCTIONS 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. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

*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.mufg.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 Mobile No with the DP shall enter the mobile no.
- 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.
- 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 the link for e-Voting “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](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000 / 4918 6175.



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## REMOTE EVOTING INSTRUCTIONS:

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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 IDeAS facility**

#### **Shareholders registered for IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- 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.
- 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 2 - NSDL e-voting website**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.



- c) 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.
- 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 3 - 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.

### **Individual Shareholders registered with CDSL Easi/Easiest facility**

#### **METHOD 1 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](https://www.cdslindia.com) & click on NewSystem Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) 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:

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

#### **METHOD 2 - 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.

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 to 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

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



3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".  
(Home page of e-voting willopen. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID

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

2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
  - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. 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).

**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.

### **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](mailto: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).

#### **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.mufg.com](mailto:enotices@in.mpms.mufg.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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

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 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.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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
- Click “**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 abovementioned 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”.



### **ANNEXURE TO THE NOTICE**

**Details of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**a) Appointment of Mr. Joyjit Das as Additional Non-Executive Independent Director**

The Board has appointed Mr. Joyjit Das as an Additional Non-Executive Independent Director of the Company at the Board Meeting held on 14<sup>th</sup> August, 2025 for a term of 5 years, subject to approval by the Shareholders of the Company in order to fill the casual vacancy caused due to resignation of Mr. Niraj Jinal (DIN: 09511808).

**His brief profile is mentioned as follows:**

A dedicated and detail-oriented professional with a strong foundation in corporate governance, compliance, and company secretarial practices, supported by board-level leadership experience. A science graduate and a proud member of the Institute of Company Secretaries of India, bringing a methodical and analytical approach to managing organizational legalities and fostering effective stakeholder relations.

He possesses diverse professional experience spanning statutory and internal audits in public, private and banking sectors; filing statutory returns including ITR, GST, and TDS; and managing Secretarial Compliances for both public and private companies as a private consultant and in collaboration with other professionals.

Currently, he is serving as a Non-Executive Independent Director on the Board of M/s. Securities Development India Ltd. Proven ability to adapt to varied roles and responsibilities, with a consistent track record of delivering excellence in compliance, governance and operational efficiency.

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.

**b) Appointment of Mrs. Sarika Kedia as Additional Non-Executive Independent Director**

The Board has appointed **Mrs. Sarika Kedia** as an Additional Non-Executive Independent Director of the Company at the Board Meeting held on 14<sup>th</sup> August, 2025 for a term of 5 years, subject to availability of her DIN and approval by the Shareholders of the Company in order to fill the casual vacancy caused due to resignation of Mr. Shiv Kumar Saraff (DIN: 01141657).





**Her brief profile is mentioned as follows:**

Mrs. Sarika Kedia is a seasoned Practising Company Secretary with over a decade of professional experience, including experience of more than 10 years as the Company Secretary of a listed company within a diversified group. Her career reflects a deep commitment to corporate governance, regulatory compliance, and board advisory functions, making her a strong and independent voice in boardrooms.

In her previous corporate role, she managed all aspects of statutory compliance, board processes, investor relations, and SEBI regulations, ensuring adherence to the highest standards of transparency and governance. Now in practice, she advises a diverse portfolio of clients on Companies Act compliance, SEBI Listing Regulations, and corporate restructuring.

Her professional background enables her to offer balanced, independent judgment, coupled with hands-on experience in board functioning, committee work, and stakeholder engagement.

She is not related to any Director and her office shall not be eligible for retirement by rotation. Further, she is not holding any shares in the Company.

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

**c) Brief Profile of Mr. Sanjeev Binani.**

Mr. Sanjeev Binani, born on 22<sup>nd</sup> July, 1967 is associated with the company from 2004. He was first appointed on the board on 31<sup>st</sup> May, 2004. He is a B.Com graduate and brings in a vast experience of 28 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.



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

**Item No. 3 - Appointment of M/s. RSG & Associates, Company Secretaries (Proprietor Ms. Sweta Gupta, ACS-59873), as Secretarial Auditors of the Company**

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Auditor for a term of five consecutive years, subject to Members' approval at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee of Directors, the Board of Directors, at its meeting held on 14<sup>th</sup> August, 2025, approved the appointment of M/s. RSG & Associates, a peer-reviewed firm, as the Secretarial Auditors of the Company for a period of five consecutive years i.e., from financial year 2025-26 till financial year 2029-30, subject to members' approval.

M/s. RSG & Associates is a firm of Practising Company Secretaries. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India.

Ms. Sweta Gupta, proprietor of M/s. RSG & Associates, Company Secretaries, (a peer-reviewed firm) having CP. No. 24357, being eligible, has consented to act as Secretarial Auditor of the Company for a period of five consecutive financial years i.e., from 2025-26 to 2029-30 as required under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. Based on the profile and experience of M/s. RSG & Associates, Company Secretaries, the Audit Committee has recommended the appointment of M/s. RSG & Associates, Company Secretaries as the Secretarial Auditors of the Company for a period of five financial years.

The Board of Directors has approved a remuneration of Rs. 70,000/- (Rupees Seventy Thousand Only) per annum plus reimbursement of applicable taxes and out-of-pocket expenses incurred in the process of conducting the Secretarial Audit during their tenure.

The Board of Directors, based on the said recommendation of the Audit Committee, recommends resolution No. 3 for approval of members as set out in the Notice convening the Annual General Meeting.

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



**Item No. 4 –Appointment of Mr. Joyjit Das (DIN: 10994054) as the Non-Executive Independent Director of the Company**

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, Mr. Niraj Jinal (DIN: 09511808) has resigned from the Company with effect from 30<sup>th</sup> July, 2025.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Joyjit Das (DIN: 10994054) as an Additional Non-Executive Independent Director of the Company with effect from 14<sup>th</sup> August, 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161(1) of the Act, Mr. Das 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.

Mr. Joyjit Das 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 view that the Company will get benefit from his rich experience and expertise, and accordingly recommends the resolution for approval of the members.

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

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

**Item No. 5 – Appointment of Mrs. Sarika Kedia (DIN:11244153) as the Non-Executive Independent Director of the Company**

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, Mr. Shiv Kumar Saraff (DIN: 01141657) has resigned from the Company with effect from 30<sup>th</sup> July, 2025.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Sarika Kedia (DIN: 11244153) as an Additional Non-Executive Independent Director of the Company with effect from 14<sup>th</sup> August, 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013.



In terms of Section 161(1) of the Act, Mrs. Sarika Kedia 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 her candidature for the office of Non-Executive Independent Director.

Mrs. Sarika Kedia has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. The Board is of the view that the Company will get benefit from her rich experience and expertise, and accordingly recommends the resolution for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mrs. Sarika Kedia, is concerned or interested, financially or otherwise, in the resolution.

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

**Item No. 6 - Revision in Remuneration of Mr. Hanuman Prasad Agarwal, Managing Director of the Company**

**and**

**Item No. 7 - Revision in Remuneration of Mr. Naresh Kumar Agarwal, Chairman cum Whole-time Director of the Company**

**and**

**Item No. 8 - Revision in Remuneration of Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director of the Company**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on **14<sup>th</sup> August, 2025**, approved the revision in remuneration of Executive Directors of the Company, with effect from 1<sup>st</sup> April, 2025, subject to approval of members at the Annual General meeting.

Nomination and Remuneration Committee considered that due to increase in the operations of the Company, the work as well as responsibilities of all Managing Director / Whole-time Directors have increased significantly. Nomination and Remuneration Committee considered other factors like industry practices and pool of the Company keeping in view the growth objectives of the Company. It was also considered that because of untiring efforts of the Management, Company has been able to grow well ahead of Industry and registering strong operational and financial performance.

Considering their valuable contribution in steering the Company towards growth, particularly in the expansion of operations and strengthening of corporate governance practices, the Board believes that the proposed revision in remuneration is commensurate with the responsibilities and benchmarks of the industry.



The details of the revised remuneration are as follows:

a) **Hanuman Prasad Agarwal -**

The revised remuneration of Mr. Hanuman Prasad Agarwal (DIN: 00654218), Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2025 shall be maximum of an amount of Rs. 60,00,000/- (Rupees Sixty) Lacs Only) P.A (inclusive of Salary, Bonus, perquisites and other allowances and benefits).

b) **Naresh Kumar Agarwal -**

The revised remuneration of Mr. Naresh Kumar Agarwal (DIN: 01020334), Chairman cum Whole-time Director of the Company w.e.f. 1<sup>st</sup> April, 2025 shall be maximum of an amount of Rs. 20,00,000/- (Rupees Twenty Lacs Only) P.A ( inclusive of Salary, Bonus, perquisites and other allowances and benefits).

c) **Ankush Agarwal -**

- The revised remuneration of Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director of the Company w.e.f. 1<sup>st</sup> April, 2025 shall be maximum of an amount not exceeding Rs. 45,00,000/- (Rupees Forty Five Lacs Only) P.A ( inclusive of Salary, Bonus, perquisites and other allowances and benefits).

The proposed remuneration is in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The individual shareholding of Mr. Hanuman Prasad Agarwal, Managing Director, Mr. Naresh Kumar Agarwal, Chairman cum Whole-time Director and Mr. Ankush Agarwal, Whole-time Director as on 31<sup>st</sup> March, 2025 is as under:

Name	Shareholding as on 31 <sup>st</sup> March, 2025
Mr. Hanuman Prasad Agarwal, Managing Director	1,75,10,787 Equity Shares
Mr. Naresh Kumar Agarwal, Chairman cum Whole-time Director	1,25,99,999 Equity Shares
Mr. Ankush Agarwal, Whole-time Director	Nil



Except **Mr. Hanuman Prasad Agarwal, Managing Director, Mr. Naresh Kumar Agarwal, Chairman cum Whole-time Director and Mr. Ankush Agarwal, Director**, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Board of Directors recommends passing of the resolution as set out in Item No. 6, 7 and 8 of the Notice as a **Special Resolution**.

**Item No. 9 - 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 2025-26 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. 9 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. 10-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. 1,50,00,00,000/- (Rupees One 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.

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. 1,50,00,00,000/- (Rupees One 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**

Sd/-

**Date:** 14<sup>th</sup> August, 2025

**Place:** Kolkata

**Mahesh Kumar Sharma**  
**Company Secretary & Compliance Officer**