NOTICE

NOTICE is hereby given that the **4th Annual General Meeting of the Members of Indef Manufacturing Limited** will be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on **Wednesday August 12, 2026 at 05:00 P.M.** to transact the following businesses:-

Ordinary Business

1. Adoption of Annual Accounts:

To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Directors and the Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Report of the Auditors thereon.

2. Dividend:

To declare a Final Dividend of Rs. 2/- (Rupees Two only) per equity share of face value Rs. 1/- each (200%) for the financial year ended March 31, 2026.

3. Re-appointment of Shri. Vandan Sitaram Shah (DIN: 00759570), the retiring director:

To appoint a Director in place of Shri Vandan Sitaram Shah (DIN: 00759570), who retires by rotation and being eligible, has offered himself for re-appointment.

Special Business:

4. Approval for Continuation of Directorship of Shri Shekhar Bajaj (DIN: 00089358) as Chairman & Non-Executive Non-Independent Director of the Company after attaining the age of Seventy-Five Years

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for continuation of Directorship of Shri Shekhar Bajaj (DIN: 00089358), who is above the age of seventy five years, as Chairman and Non Executive Non Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director on the Board of the Company or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

5. Ratification of Remuneration payable to Cost Auditor:

To consider and, if thought fit, to pass with or without modification(s), the following resolution 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 and the rules made thereunder, the remuneration of Rs. 75,000/-(Rupees Seventy Five Thousand Only) plus applicable tax, reimbursement of out-of-pocket expenses payable to the M/s, Aatish Dhatrak & Associates, appointed as cost auditor by the Board of Directors of the Company, for the Financial Year 2026-27, be and is hereby ratified and confirmed."

6. Appointment of Ms. Pooja Bajaj (DIN: 08254455) as a Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Pooja Bajaj (DIN: 08254455), who was appointed as an Additional Director (in the capacity of a Non-Executive – Non-Independent Director) of the Company with effect from May 25, 2026, and who has submitted a declaration under section 164 and 184 of

Companies Act, 2013 and is eligible for appointment under the provisions of the Act, the rules made thereunder and the SEBI Listing Regulations, and, be and is hereby appointed as a Director (Non-Executive – Non-Independent Director) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto and to settle any question, difficulty, or doubt, that may arise, to give effect to the foregoing resolution.

7. Appointment of Shri Mahendrakumar Gohel (DIN: 09425947) as a Non-Executive Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Board of Directors, Mr. Mahendrakumar Gohel (DIN: 09425947), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from May 25, 2026 and who holds office up to the date of this General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from May 25, 2026 up to May 24, 2031.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to issue letter of appointment to the said Director, file necessary e-forms with the Registrar of Companies, make necessary disclosures to the Stock Exchanges and do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. In terms of Circular no. 03/2025 dated September 22, 2025 read with all earlier Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Companies are allowed to hold the AGM through video Conferencing Other Audio – Visual Means **("VC/OAVM")**, without the physical presence of members at a common venue. subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars, the Act and the Listing Regulations the 4th AGM of the Company will be convened and conducted through VC. The deemed venue for AGM shall be the registered office of the Company.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER. HOWEVER, SINCE THIS AGM IS HELD THROUGH VC, THE FACILITY FOR APPOINTMENT OF PROXIES IS NOT AVAILABLE FOR THIS AGM, IN TERMS OF THE AFORESAID CIRCULARS. ACCORDINGLY, NO PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through its registered email address to the Scrutinizer at scrutinizer@snaco.net with a copy marked to cs1@indef.com

4. In case of joint holders attending the meeting, 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 during the AGM.

5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is annexed hereto. Further, the particulars of the Director proposed to be appointed/ reappointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, is annexed hereto.

6. As per the provisions under the MCA Circulars, Members attending the 4th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 4th AGM being held through VC.

8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast the vote again.

9. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, August 06, 2026 to Wednesday, August 12, 2026; both days inclusive.

10. In line with the MCA Circulars and the Listing Regulations the notice of the 4th AGM along with the Annual Report for the F.Y. 2025-26 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report for the F.Y. 2025-26 will also be available on the Company's website www.indef.com under Investor Information tab, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of MUFG Intime India Pvt. Ltd (agency for providing the Remote e-Voting facility) i.e. https://instavote.linkintime.co.in/

11. Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for F.Y. 2025-26 will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories / Depository Participants / RTA.

12. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the F.Y. 2025-26, may write to the Company at cs1@indef.com requesting for the same by providing their holding details.

13. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by Members electronically on AGM date. Members seeking to inspect such documents can send an email to cs1@indef.com in that regard.

14. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Investor Relations Department of the Company, at cs1@indef.com at least 7 days before the date of the meeting (i.e on or before Wednesday, August 05, 2026), to enable the Company to make available the required information at the meeting, to the extent practicable.

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and aforesaid circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Pvt. Ltd 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, on all the resolutions set forth in this Notice, will be provided by Link Intime.

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

17. All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Wednesday, August 05, 2026 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the Annual General Meeting.

18. Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the address: MUFG Intime India Pvt. Ltd (Unit: Indef Manufacturing Limited) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. +91 8108116767. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

19. Regulation 12 and Schedule I of SEBI Listing Regulations requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend, if any, will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/bankers' cheque/ demand draft to such Members. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, MUFG Intime India Pvt. Ltd (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to RTA.

20. Dividend income is taxable in the hands of shareholders, and the Company is required to deduct Tax at Source (TDS) from such dividend paid to shareholders at the applicable rates prescribed by the Tax law in force. The applicable rate depends on the shareholder's residential status, availability of valid PAN, tax treaty benefits (in case of non-resident Integrated Annual Report 2025-26 Notice shareholders) & special exemptions, if any, and submission of all requisite details & documents to the Company.

21. The details relating to Tax Deduction at Source (TDS) on dividend, including the applicable tax rates for various categories of shareholders and the documents/details required to be submitted for claiming the applicable tax treatment, are available on the Company's website at https://indef.com/investor/ Shareholders may access the same through the link provided in the email accompanying this AGM Notice.

    Members are requested to submit the requisite documents/details to the Registrar and Share Transfer Agent (RTA)/the Company within the timelines specified in the aforesaid communication to enable the Company to determine and deduct tax at source at the appropriate rate in accordance with the provisions of the Income-tax Act, 2025.

22. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities of listed entities can be processed only in dematerialized form. Further, pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

23. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd. (Unit: Indef Manufacturing Limited) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083.

24. Securities and Exchange Board of India (SEBI) vide its Circular bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. In accordance with the SEBI circular, the folios wherein any one of the cited details / documents are not available, on or after 1st October 2023, shall be frozen. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

25. Since, this AGM will be held through VC, no attendance slip and route map of the venue for AGM are enclosed with this notice.

Explanatory Statements under the Companies Act, 2013 and SEBI (LODR) Regulations 2015:

Item No. 4

Pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act") and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the following statement sets out the material facts relating to the Special Resolution mentioned in Item No. 4 of the accompanying Notice.

Shri Shekhar Bajaj (DIN: 00089358), aged 77 years, is the Chairman and Non Executive Non Independent Director of the Company. He has been associated with the Company since its incorporation and has played a pivotal role in guiding the strategic direction, governance practices, and overall growth of the Company.

In terms of Regulation 17(1A) of the SEBI LODR Regulations, approval of the shareholders by way of a special resolution is required for continuation of directorship of a Non Executive Director who has attained the age of seventy five years, along with justification for such continuation.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the Company proposes continuation of Shri Shekhar Bajaj as Chairman and Non Executive Non Independent Director of the Company.

Justification for Continuation

The Board, based on the performance evaluation carried out by the Nomination and Remuneration Committee and the Board of Directors, is of the considered opinion that:

- Shri Shekhar Bajaj possesses rich and vast experience in business management, industrial leadership, and corporate governance, having led and served on the boards of reputed companies across industries.
- He has demonstrated strong leadership qualities, strategic foresight, and deep understanding of the Company's business and industry dynamics.
- His continued association brings:
    - o Stability in leadership
    - o Continuity in strategic direction
    - o Valuable mentorship to the senior management
- He has significant exposure in corporate governance, industry bodies, and stakeholder management, and has held leadership positions in reputed associations such as ASSOCHAM and IMC.

Based on the above and considering his valuable guidance, deep industry knowledge and continued effective contribution to Board deliberations, the Board believes that his continued presence on the Board is desirable and would be beneficial to the Company and its stakeholders.

Brief Profile

Shri Shekhar Bajaj:

- Holds a B.Sc. (Hons) in Mathematics from Pune University and an MBA from New York University (USA)
- Has served as Chairman of leading Companies such as Bajaj Electricals Limited and Hercules Investments Limited (earlier known as Hercules Hoists Limited)
- Has extensive experience across manufacturing, business strategy, expansion, and corporate management
- Has been associated with various industry bodies and professional institutions in leadership capacities
- Has been instrumental in driving CSR initiatives and ethical business practices within the organizations he is associated with.

Details of Director seeking continuation (Pursuant to Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard 2)

Particulars	Details
Name of Director	Shri Shekhar Bajaj
DIN	00089358
Age	77 years
Qualification	B.Sc. (Hons) in Mathematics MBA from New York University (USA)
Experience and Expertise in Specific Functional Areas	Shri Shekhar Bajaj has extensive expertise in strategic leadership, corporate governance, and business management, with deep experience in the manufacturing sector, particularly in material handling equipment. He possesses strong capabilities in operational excellence, business expansion, stakeholder management and mentoring senior leadership, along with valuable insights into industrial growth and governance practices.
Date of First Appointment on Board	September 12, 2022
Terms and Conditions of Appointment / Continuation	Non Executive Non Independent Director, liable to retire by rotation
Remuneration Last Drawn / Proposed	Shri Shekhar Bajaj is paid sitting fees for attending meetings of the Board and Committees thereof. He is paid Rs. 50,000 per Board Meeting and Rs. 30,000 per Committee Meeting. Apart from sitting fees, he does not receive any remuneration from the Company.
Shareholding in the Company	Holds 9,06,400 equity shares in the Company
Relationship with other Directors / KMP	Related to Ms. Pooja Bajaj (Daughter in law). Except as stated, not related to any other Director or KMP.
Number of Board Meetings attended during the year	During the F.Y. 2025-26 shri Shekhar Bajaj attended all the attended 5 Board meetings.
Directorships in other listed entities	Bajaj Electricals Ltd.
	Hercules Investments Ltd.
	Bajel Projects Ltd.
	Indef Manufacturing Ltd.
	Bajaj Holdings & Investment Ltd.
Chairmanship of Committees (Listed entities)	Hercules Investments Ltd. – Stakeholders' Relationship Committee;
	Bajel Projects Ltd. – Stakeholders' Relationship Committee;
	Indef Manufacturing Ltd. – Stakeholders' Relationship Committee
Membership of Committees (Listed entities)	Bajaj Electricals Ltd. – Stakeholders' Relationship Committee
Resignation from listed entities in past 3 years	NIL

Other Disclosures

- Shri Shekhar Bajaj is liable to retire by rotation.
- He is not disqualified from being appointed/continued as Director under the provisions of the Companies Act, 2013.

Interest of Directors / KMP

Except Shri Shekhar Bajaj, being the appointee and Ms. Pooja Bajaj being his Daughter-in-law, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Board Recommendation

The Board of Directors recommends the Special Resolution set out at Item No. 4 for approval of the Members.

Item No. 5 – Ratification of Remuneration Payable to Cost Auditor

As per the provisions of Section 148(3) of the Companies Act, 2013, the remuneration payable to the Cost Auditor appointed by

the Board of Directors must be ratified by the shareholders of the Company. The Board of Directors, in its meeting held on May 25, 2026, appointed M/s. Aatish Dhatrak & Associates as the Cost Auditor for the financial year 2026-27 to conduct the audit of cost records of the Company in compliance with the requirements under the Companies (Cost Records and Audit) Rules, 2014.

The Board, in consultation with the Cost Auditor, has approved the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus applicable tax and reimbursement of out-of-pocket expenses. This remuneration has been determined considering the nature and scope of the audit to be conducted by the Cost Auditor.

The approval and ratification of the remuneration by the shareholders is sought as required under the provisions of the Companies Act, 2013.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company, nor their relatives, are concerned or interested, financially or otherwise, in this resolution.

Item No. 6 – Appointment of Ms. Pooja Bajaj (DIN: 08254455) as a Director of the Company:

Ms. Pooja Bajaj (DIN: 08254455) was appointed as an Additional Director of the Company in the capacity of Non Executive – Non Independent Director by the Board of Directors with effect from May 25, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161 of the Act, Ms. Pooja Bajaj holds office as an Additional Director only up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director.

The Company has received the necessary statutory disclosures and declarations from Ms. Pooja Bajaj.

Based on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that Ms. Pooja Bajaj possesses the requisite qualifications, experience and expertise to be inducted on the Board and recommends her appointment as a Director of the Company, liable to retire by rotation.

Brief Profile

Ms. Pooja Bajaj is a highly accomplished professional with diverse experience in business leadership, sustainability, and corporate governance:

- She is a Commerce Graduate (Gold Medallist) with specialization in Foreign Trade and holds a Post Graduate Diploma in Human Resource Management
- She has completed executive programs including a Mini MBA from NYU Stern School of Business and a Board Effectiveness Programme from ISB
- Currently, she serves as:
    - Executive Director of Bajaj Electricals Limited
    - Chairperson of CSR & ESG Committee of Bajaj Electricals Limited
    - Chairperson of Bajaj Electricals Foundation
- She brings extensive expertise in:
    - CSR governance and ESG integration
    - Sustainability strategy and accountability frameworks
    - Stakeholder engagement and ethical business practices
- She has played a key role in:
    - Strengthening sustainability disclosures
    - Enhancing corporate reputation and governance standards
    - Driving community development and inclusive growth initiatives

The Board believes that her rich experience, leadership capabilities, and focus on sustainability and governance will be of significant value to the Company.

Terms of Appointment

Ms. Pooja Anant Bajaj, if appointed, shall be designated as a Non-Executive (Non-Independent) Director of the Company and shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company.

She shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof and commission, if any, as may be approved by the Board of Directors within the limits prescribed under applicable law.

Other Disclosures

- Ms. Pooja Bajaj holds 5,54,667 equity shares in the Company
- She is related to Shri Shekhar Bajaj (Non Executive Chairman) as his daughter in law
- She holds directorships in:
    - o Bajaj Electricals Limited (Executive Director)
    - o Madhur Securities Private Limited
- She has not resigned from any listed company in the last three years

Further, details required pursuant to Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard 2 are provided in the Annexure to the Notice.

Interest of Directors / KMP

Details of Director seeking continuation (Pursuant to Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard-2).

Particulars	**Details**
Name of Director	Pooja Bajaj
DIN	08254455
Age	44 years
Qualification	Commerce Graduate (Gold Medallist) with specialization in Foreign Trade; Post Graduate Diploma in Human Resource Management from St. Francis College for Women, Hyderabad (affiliated to Osmania University); Mini MBA in Management Essentials from NYU Stern School of Business; Executive Programme on Board Effectiveness conducted by ISB in collaboration with EY (2022).
Experience and Expertise in Specific Functional Areas	Extensive experience in corporate governance, sustainability, ESG, CSR strategy, stakeholder engagement and community development. She currently serves as Executive Director of Bajaj Electricals Limited and Chairperson of its CSR & ESG Committee.
Date of First Appointment on Board	May 25, 2026
Terms and Conditions of Appointment / Continuation	Appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 with effect from May 25, 2026 and designated as a Non-Executive, Non-Independent Director. Upon approval of shareholders, she shall hold office as a Non-Executive, Non-Independent Director liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
Remuneration Last Drawn / Proposed	Nil. Ms. Pooja Bajaj shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof, presently being Rs. 50,000 per Board Meeting and Rs. 30,000 per Committee Meeting. Apart from such sitting fees, she will not receive any remuneration from the Company.
Shareholding in the Company	5,54,667 Equity Shares
Relationship with other Directors / KMP	She is the daughter-in-law of Shri Shekhar Bajaj, Non-Executive Chairman of the Company. Save as aforesaid, she is not related to any other Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	Nil
Directorships in other listed entities	Bajaj Electricals Limited – Whole-time Director

Chairmanship of Committees (Listed entities)	Nil
Membership of Committees (Listed entities)	Stakeholders Relationship Committee, Bajaj Electricals Limited
Resignation from listed entities in past 3 years	Nil

Except Ms. Pooja Bajaj and Shri Shekhar Bajaj (being related to her), none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Board Recommendation

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the Ordinary Resolution set out at Item No. 6 for approval of the Members.

Item No. 7 Appointment of Shri Mahendrakumar Gohel (DIN: 09425947) as a Non-Executive Independent Director

Shri Mahendrakumar Gohel (DIN: 09425947) was appointed by the Board of Directors as an Additional Director in the capacity of Non Executive Independent Director of the Company with effect from May 25, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161 of the Act, he holds office up to the date of this General Meeting and is eligible for appointment as an Independent Director of the Company.

The Company has received from Shri Mahendrakumar Gohel:

- Consent to act as a Director
- Declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16 of SEBI LODR Regulations
- Confirmation that he is not disqualified under Section 164 of the Act
- Declaration that he is compliant with the Code for Independent Directors as prescribed under Schedule IV of the Act

Further, Shri Mahendrakumar Gohel has confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

In the opinion of the Board, Shri Mahendrakumar Gohel possesses integrity, relevant expertise and experience and fulfills the conditions specified under the Companies Act, 2013 and SEBI LODR Regulations for appointment as an Independent Director of the Company and is independent of the management.

Pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and applicable provisions of SEBI LODR Regulations, approval of the members is sought for appointment of Shri Mahendrakumar Gohel as an Independent Director of the Company for a term of five consecutive years commencing from May 25, 2026 up to May 24, 2031, not liable to retire by rotation.

Justification for Appointment

The Board is of the view that:

- Shri Gohel brings extensive professional experience as a Chartered Accountant with over three decades of practice
- He has deep expertise in:
    - o Corporate accounts
    - o Taxation
    - o Corporate laws
    - o Audit, assurance, and regulatory compliance
- His strong understanding of:
    - o Financial reporting
    - o Risk mitigation
    - o Internal control systems will strengthen Board oversight and governance

- He has served on the boards and committees of reputed entities, including leadership roles in Audit Committees, enhancing governance standards

Accordingly, his appointment will add significant value to the Board's independence, financial oversight and governance framework.

Brief Profile

Shri Mahendrakumar Gohel:

- Holds qualifications of B.Com (Hons) and Fellow Chartered Accountant (FCA)
- Is a practicing Chartered Accountant since 1986
- Has been associated with reputed audit firms and currently serves as Partner at M/s AMJ & Co.
- Possesses significant experience in:
    - o Audit of companies, banks, PSUs and institutions
    - o Corporate and regulatory advisory
    - o Financial governance and compliance
- Directorships:
    - o Independent Director in Bajaj Finserv Mutual Fund Trustee Ltd.
    - o Independent Director and Chairman in The Hindustan Housing Company Ltd.
    - o Independent Director in Hercules Investments Ltd.

Other Disclosures

- Shareholding in the Company: Nil
- Relationship with other Directors/KMP: None
- He has not resigned from directorship in any listed company in the last three years
- Committee positions include:
    - o Chairman – Audit Committees of Hindustan Housing Company Limited

Terms of Appointment

- Designation: Non Executive Independent Director
- Tenure: 5 consecutive years (May 25, 2026 to May 24, 2031)
- Not liable to retire by rotation
- Remuneration: Sitting fees and commission as approved by the Board/shareholders (as applicable)

The draft letter of appointment of Shri Mahendrakumar Gohel setting out the terms and conditions of appointment shall be available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the Meeting.

Details of Director seeking continuation (Pursuant to Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard 2)

Particulars	**Details**
Name of Director	Shri Mahendrakumar Gohel
DIN	09425947
Age	66 years.
Qualification	B.Com. (Honours), FCA (ICAI)
Experience and Expertise in Specific Functional Areas	Practising Chartered Accountant since 1986. Former Partner of M/s. A.K. Jhunjhunwala & Co., Chartered Accountants and currently Partner of M/s. AMJ & Co., Chartered Accountants. He possesses rich experience in corporate accounts, taxation, corporate laws, audit, assurance, risk mitigation, internal controls and financial reporting.

Date of First Appointment on Board	May 25, 2026
Terms and Conditions of Appointment / Continuation	Proposed to be appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from May 25, 2026 up to May 24, 2031. He is not liable to retire by rotation.
Remuneration Last Drawn / Proposed	Nil. He shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof, presently being Rs. 50,000 per Board Meeting and Rs. 30,000 per Committee Meeting. Apart from such sitting fees, he will not receive any remuneration from the Company.
Shareholding in the Company	Nil
Relationship with other Directors / KMP	Not related to any Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	Nil
Directorships in other listed entities	(i) Independent Director and Chairman, The Hindustan Housing Company Limited; (ii) Independent Director, Hercules Investments Limited.
Chairmanship of Committees (Listed entities)	Audit Committee – The Hindustan Housing Company Limited
Membership of Committees (Listed entities)	Nil
Resignation from listed entities in past 3 years	Nil

Interest of Directors / KMP

Shri Mahendrakumar Gohel is interested in the resolution to the extent of his appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Board Recommendation

The Board of Directors recommends the Special Resolution set out at Item No. 7 for approval of the Members.

On behalf of the Board of Directors

Shekhar Bajaj
Chairman
(DIN No. 00089358)

Dated : May 25, 2026
Place : Mumbai

VOTING THROUGH ELECTRONIC MEANS

I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members with facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by MUFG Intime India Pvt. Ltd.

II) The facility for voting through e-voting shall be made available at the AGM and the members attending the meeting through Video Conferencing("VC")/ Other Audio-Visual Means ("OAVM"), who have not cast their vote by remote e-voting shall be able to exercise their right at AGM.

III) The members who have cast their vote by e-voting prior to the AGM may also attend the AGM through Video Conferencing("VC")/ Other Audio-Visual Means ("OAVM"), but shall not be entitled to cast their vote again.

IV) The e-voting period commences on August 9, 2026 (9:00 AM) and ends on August 11, 2026 (5:00 PM). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, August 05, 2026 may cast their vote by e-voting. The e-voting module shall be disabled by MUFG Intime India Pvt. Ltd for voting thereafter.

V) As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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:

a) 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

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) 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.

Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) 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 & 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 holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) 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:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

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/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) 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.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) 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:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. 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:

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

A. User ID: Enter User ID

B. 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.

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

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. 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

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. 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.

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.mufg.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.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.

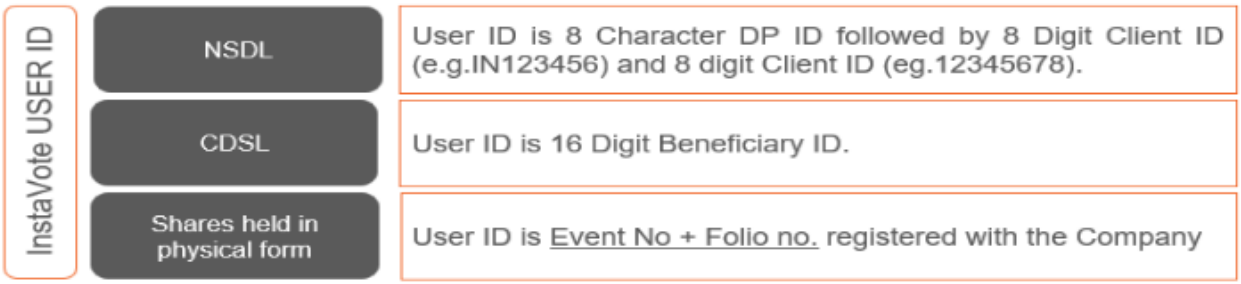
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com 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



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 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".

Process and manner for attending the Annual General Meeting through InstaMeet

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:

b) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

c) Select the "Company Name" and register with your following details:

d) 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.

e) 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.

Information regarding Scrutinizer and declaration of Voting results:

The Company has appointed Ms. Malati Kumar (Membership No. A15508, COP No. 10980) or failing her Mrs. Aparna Gadgil, Practicing Company Secretary, (Membership No. A14713, COP No. 8430), to act as the Scrutinizer for the remote e-voting as well as voting by the members at the AGM and to ensure that the voting process is conducted in a fair and transparent manner.

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer through its registered email address i.e. to scrutinizer@snaco.net, with a copy marked to cs1@indef.com.

The Scrutinizer will submit her report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results along with the Scrutinizer's report, will be hosted on the website of the Company www.indef.com and on the website of MUFG Intime India Pvt. Ltd and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration.

Based on the report received from the Scrutinizer, the Company will submit within 2 working days to the stock exchanges details of the voting results as required under Regulation 44(3) of the Listing Regulations.