NOTICE OF AGM

NOTICE is hereby given that the 20th Annual General Meeting of the members of **Krystal Global Engineering Limited** for the FY 2025-26 will be held on Friday, 25th September, 2026, at 11:00 AM (IST) at the Registered Office of the Company at D3, 4th Floor, Plot-33/35, Hermes House, Mama Parmanand Marg, Opera House, Girgaon, Mumbai, Maharashtra, India, 400004 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors' thereon.

2. To appoint a Director in place of Shri Mohanlal T Shah (DIN: 00770306), Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. **Appointment of Statutory Auditors.**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, and, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, Jain & Hindocha, Chartered Accountants, Vadodara, (Firm Registration No. 103868W), who were appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of previous Statutory Auditors, at the Extraordinary General Meeting of the Company held on 13th March,2026, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, on such remuneration for each year, as may be agreed to by the Board of Directors in consultation with the Statutory Auditors."

RESOLVED FURTHER THAT the Shri Vijay T Shah, Chairman & Managing Director and any other Director on the Board of Directors be and is hereby authorised severally to take all necessary steps and do all such acts, deeds and things as may be necessary or incidental to give effect to the above resolution."

Registered Office @
Office No. D3, 4th Floor Hermes House, Mama Paramanand Marg
Opera House, Girgaon, Mumbai – 400004, Maharashtra, India
Ph: +91 72084 89863
Email : export@krystalgeltd.com
GST No.: 27AACCK9332J1ZA(Maharashtra)

Corporate Office @
1102 B, Neptune Edge Building, Dr. Vikram Sarabhai Road
Genda Circle, Vadiwadi, Vadodara – 390007, Gujarat, India.
Ph: +91 72290 42469
Email : cs@krystalgeltd.com
CIN No.: U27109MH2006PLC165777

Manufacturing Facility @
Plot No. KV-2, G.I.D.C. Manjusar, Taluka: Savli,
Vadodara – 391775, Gujarat, India.
Ph: +91 73044 90457
Email : sales@krystalgeltd.com
GST No.: 24AACCK9332J1ZG (Gujarat)

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditor 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 Section 148 and all other applicable provisions, if any of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014 and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to ratify the payment of remuneration of ₹70,000 (Rupees Seventy Thousand) plus Govt. levies/taxes, as applicable and, out of pocket expenses at actuals and XBRL conversion charges, if any, to Y.S. Thakar & Associates, Cost Accountants (Firm Registration No.: 100463), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT any Director on the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized severally to settle any question, difficulty, or doubt, that may arise and to do all such acts, deeds, and things as may be required, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

5. To Approve the revised Remuneration payable to Shri Vijay T Shah, Chairman & Managing Director of the Company:

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 Section 197 read with Part I and Section I of Part II of the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act),and the Rules made there under, including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company and approval of the Board of Directors based on recommendation of the Nomination and Remuneration Committee of Directors and, as per the Remuneration Policy of the Company, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration of Shri Vijay T Shah (DIN: 01104511), Chairman and Managing Director of the Company, w.e.f. 01stFebruary, 2026 for his remaining tenure of his present appointment, at a monthly remuneration of Rs.10,22,203/- per month (Rupees Ten Lakhs Twenty-Two Thousand Two hundred and Three) plus such other perquisites and benefits, as mutually agreed/ decided between him and the Company. In addition to above mentioned remuneration, the Chairman and Managing Director shall be entitled to the following perquisites, which shall not be included in the computation of the said ceiling limit for the remuneration: (i) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961/2025; (ii) Gratuity payable as per the rules of the Company. (iii) Leave encashment at the end of the tenure."

"RESOLVED FURTHER THAT in light of the Financial Statements of the Company for the Financial Year (FY) ended March 31, 2026, where profits are inadequate and the effective capital is not sufficient to support the proposed remuneration under the limits prescribed, payment of revised remuneration is subject to the prescribed conditions specified under Section II of Part of II of Schedule V to the Act, which *inter-alia* include (i) Remuneration to be paid shall be for a period of three (3) years, subject to the applicable provisions of the Act; and (ii) the Company has not committed any default in payment of any dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors and in case of default, the prior approval of the above mentioned, as the case may be, shall be obtained by the Company before obtaining the approval in General Meeting."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any Financial Year, the Company has no profits or inadequate profit, Shri Vijay T Shah (DIN: 01104511) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V to the Act or any modification or re-enactment thereof for the time being in force."

"RESOLVED FURTHER THAT any Director on the Board of Directors of the Company be and is hereby authorized severally to take all such steps as they may think fit for the purpose of implementing this resolution."

"RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to the above resolutions.**"**

6. **To Approve appointment of Shri Nilesh S Shah (DIN 00333060) as Whole-time Director of the Company with effect from 01.09.2026:**

"RESOLVED THAT subject to the provisions of sections 2(54), 196, 197, 198, 201 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Act and the Rules made there under, including any statutory modification or re-enactment thereof, for the time being in force and, on recommendation of the Nomination and Remuneration Committee and approval of his appointment by the Board of Directors, consent of the Members be and is hereby accorded for confirmation of appointment of Shri Nilesh S Shah (DIN 00333060) as Whole-time Director of the Company with effect from 01st September,2026 for a period for five (5) years and pay the managerial remuneration of Rs. 2,94,023/- (Rs. Two Lakh Ninety-Four Thousand Twenty-Three) per month. In addition to the above-mentioned remuneration, the Whole-Time Director shall be entitled to the following perquisites and allowances, which shall not be included in computation of the said ceiling limit for the remuneration: (i) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961/2025. (ii) Gratuity payable as per the rules of the Company. (iii) Leave encashment at the end of the tenure."

"RESOLVED FURTHER THAT the above remuneration to be paid to Shri Nilesh S Shah (DIN – 00333060), shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Act read with Schedule V to the Act or such other limits as may be prescribed from time to time."

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby authorized severally to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies / MCA Portal and to do all such acts, deeds and things as may considered expedient and necessary to give effect to the above resolution."

7. To Appointment of Shri Anand G Bhatnagar (DIN:11901804) as an Independent 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 149, 150, 152, 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules), and other applicable rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee of Directors and the approval of the Board of Directors of the Company, Shri **Anand Bhatnagar (DIN: 11901804),** who was appointed as an Additional Director under category of Non-Executive Independent Director of the Company with effect from 29.08.2026 and pursuant to Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, and who has consented to act as a Director of the Company and has submitted the requisite declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 29.08.2026 and ending on 28.08.2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution."

Date:31.08.2026.
Place: Vadodara

By Order of the Board of Directors
For Krystal Global Engineering Limited

sd/-
CS Ashwin C. Shah
Company Secretary
ACS 7564

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.

2. A proxy form is attached with the Notice. The proxy form duly completed and signed, should be lodged with the Company, at its Registered Office at least 48 hours before the commencement of the Meeting.

3. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members. The holder of proxy shall prove his identity at the time of attending the Meeting.

4. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting. **KRYSTAL GLOBAL ENGINEERING LIMITED** Regd. Office: D3, 4th Floor, Plot-33/35, Hermes House, Mama Parmanand Marg, Opera House, Girgaon, Mumbai, Maharashtra, India, 400004 CIN: U27109MH2006PLC165777 Website: krystalgeltd.com Ph: +91 72084 89863 Email:

5. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License.

6. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its Registered office prior to the date of EOGM to enable the management to keep the information ready at the meeting.

7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. (i.e. except Sundays and public holidays) up to the date of the Annual General Meeting and at the venue during the Meeting.

8. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the Notice be available at the registered office for inspection without any fee from the date of circulation of this Notice up to the date AGM, i.e. Friday, 25/09/2026. Members seeking to inspect such documents can send an email to cs@krystalgeltd.com.

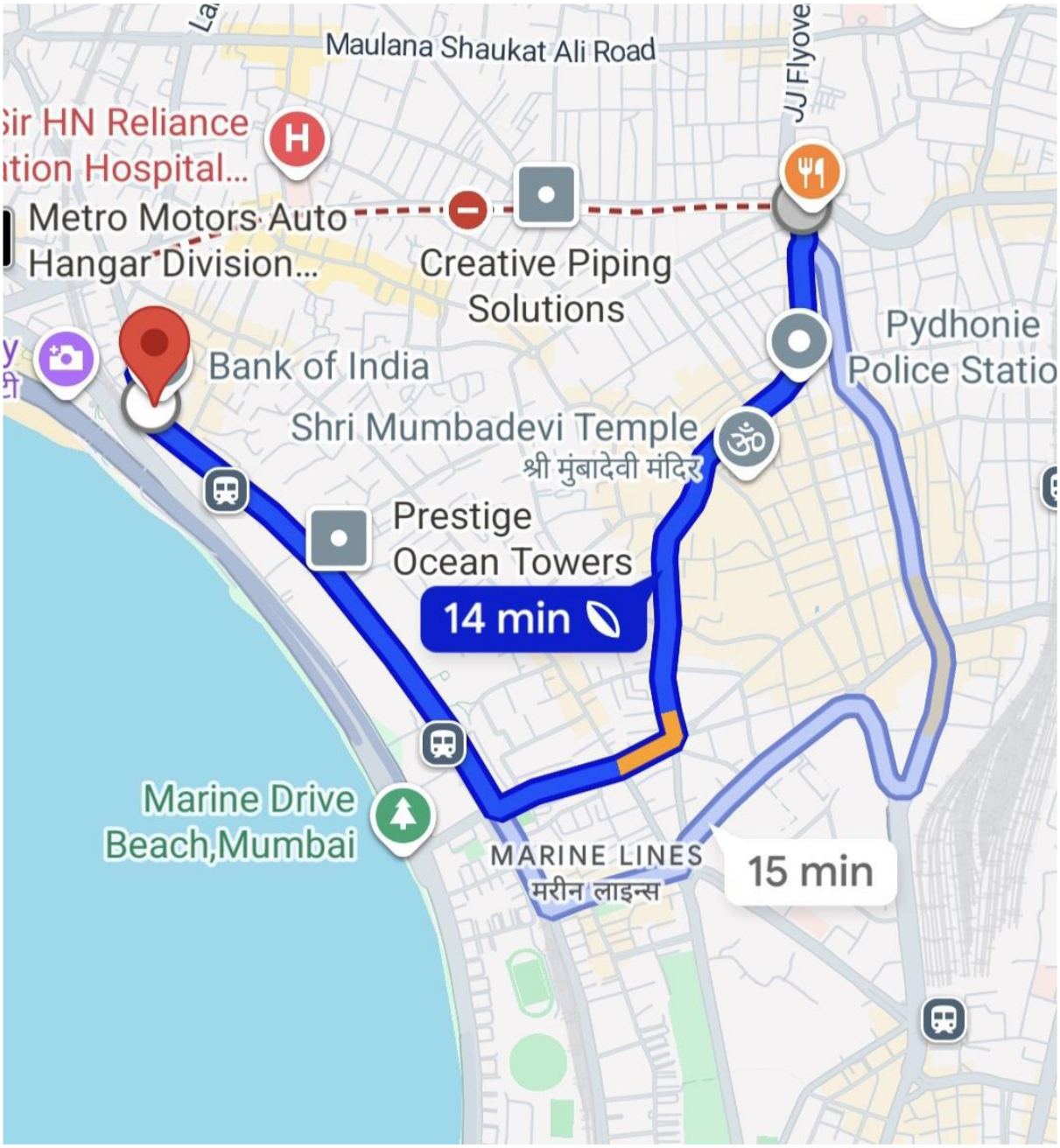
9. Further, those members who have not registered or desire to update their email addresses are hereby requested to send an email on Company's mail address cs@krystalgeltd.com.

10. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Annual General Meeting through their authorized representatives, are requested to send to the Company at "cs@krystalgeltd.com.", a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM.

11. This meeting is being called on receiving shorter-notice consent from requisite shareholders as required under the provisions of Section 101(1) of the Companies Act, 2013.

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. **KRYSTAL GLOBAL ENGINEERING LIMITED** Regd. Office: D3, 4th Floor, Plot-33/35, Hermes House, Mama Parmanand Marg, Opera House, Girgaon, Mumbai, Maharashtra, India, 400004 CIN: U27109MH2006PLC165777 Website: krystalgeltd.com Ph: +91 72084 89863 Email: cs@krystalgeltd.com

13. The Route Map of the Annual General Meeting is annexed herewith:



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

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

Item no. 3: Appointment of Statutory Auditors.

Jain & Hindocha, Chartered Accountants, Vadodara, Firm Registration No. 103868W, were appointed as the Statutory Auditors of the Company by the Board of Directors to fill the casual vacancy caused by the resignation of the previous Statutory Auditors, pursuant to the provisions of Section 139(8) of the Companies Act, 2013 ("the Act"). The said appointment was subsequently approved by the Members of the Company at the Extraordinary General Meeting held on 13.03.2026, and the said Auditors hold office until the conclusion of this Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of Jain & Hindocha, Chartered Accountants, Vadodara, Firm Registration No. 103868W, as the Statutory Auditors of the Company, pursuant to Section 139(1) and other applicable provisions of the Act and the Rules made thereunder, to hold office from the conclusion of the 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, subject to their eligibility and compliance with the applicable provisions of the Act.

Jain & Hindocha, Chartered Accountants, Vadodara, have conveyed their consent and eligibility to be appointed as Statutory Auditors of the Company and have confirmed that their appointment, if made, shall be in accordance with the applicable provisions of the Act and that they satisfy the criteria for appointment prescribed under Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4. To ratify the remuneration of Cost Auditor of the Company:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Y.S. Thakar & Associates, Cost Accountants (Firm Registration No.: 100463), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, with a remuneration of ₹70,000 (Rupees Seventy Thousand) plus govt. levies/taxes as applicable, reasonable out of pocket expenses at actuals and XBRL Conversion Charges, if any.

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 Auditors has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is being sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2027.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the resolution set out at Item No. 4 be passed as an Ordinary Resolution.

Item No. 5 & 6: To Approve the revised Remuneration payable to Shri Vijay T Shah, Chairman & Managing Director of the Company; and
To Approve appointment of Shri Nilesh S Shah (DIN 00333060) as Whole-time Director of the Company with effect from 01.09.2026:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of Directors, has re-appointed Shri Vijay T Shah (DIN: 01104511) as the Chairman & Managing Director of the Company for a period of 5 (five) years commencing from August 15, 2024.

Looking to the ever increasing responsibilities undertaken and remarkable contributions made by Shri Vijay T Shah (DIN: 01104511), Chairman & Managing Director of the Company in the development and growth of the Company and taking into consideration the expanded scale of operations and the overall increase in management responsibilities and such other qualities which they developed during the tenure of their respective offices, as recommended by Nomination and Remuneration Committee, the Board of Directors had approved revised remuneration of Shri Vijay T Shah (DIN: 01104511), Chairman and Managing Director of the Company w.e.f. 01.02.2026 for his remaining tenure for Rs.10,22,203/- per month (Rupees Ten Lakh Twenty-Two Thousand Two hundred and Three) and on such terms and conditions as mutually agreed/ decided between him and the Company. In addition to above mentioned remuneration, the Chairman and Managing Director shall be entitled to the following perquisites and benefits, which shall not be included in computation of said ceiling limit for the remuneration:

(i) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
(ii) Gratuity payable as per the rules of the Company. And
(iii) Leave encashment at the end of the tenure.

Pursuant to the provisions of Section 197 and Schedule V of the Companies Act, 2013, the payment of remuneration to the Executive Director requires approval of the shareholders of the Company by way of passing a special resolution in case the prescribed conditions mentioned in Section II of Part II of the Schedule V of the Companies Act, 2013 are not complied with.

A combined statement containing therein information as required under Schedule V of the Companies Act, 2013 including abstract of the terms of remuneration is provided hereunder.
The Board recommends the resolution set out at Item No. 4 be passed as a Special Resolution.

Further, Shri Nilesh S Shah (DIN –00333060) was appointed as Executive Director w.e.f. 01.04.2019 to hold Office of Chief Financial Officer of the Company. The Board at its meeting held on 18.08.2026, upon the recommendation of Nomination and Remuneration Committee, proposed to make his appointment as Whole Time Director for a period of five years from 01.09.2026.

COMBINED STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013
GENERAL INFORMATION:

1. **Nature of Industry:** The Company is engaged in the manufacturing Nickel Alloy, Duplex, Super Duplex & Stainless-Steel Tubes, Pipe, "U" Tubes, Finned Tube, Corrugated Tube, Electropolish Tube, Coil Tube.

2. **Date or expected date of commencement of commercial production:** Not applicable as the company has already undertaken commercial activities long back.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable

4. **Financial performance:**

(Rs. In Lakhs) Particulars	**2025-26**	**2024-25**	**2023-24**
Revenue from operations	**18350**	14978	14201
Other Income	205	55	24
EBITDA	2113	1619	1480
PAT	749	510	538

5. **Foreign investments or collaboration:** Nil

INFORMATION ABOUT THE CHIARMAN & MANAGING DIRECTOR& WHOLE TIME DIRECTOR & CFO:

1. **Background details:**

Shri Vijay T Shah (DIN: 01104511) has vast and rich experience in the field of Manufacturing of Nickel Alloy, Duplex, Super Duplex and Stainless-Steel Tubes, Pipe, "U" Tubes, Finned Tube, Corrugated Tube, Electropolish Tube, Coil Tube.

Shri Nilesh S Shah (DIN –00333060) has considerable and extensive experience in the business management and has been actively involved in finance management, procurement of materials, production planning and execution, and overall business operations

2. **Past Remuneration:**

For the Financial Year 2025-26, the remuneration paid to Shri Vijay T Shah was Rs. 8,00,200/- per month.

For the Financial Year 2025-26, the remuneration paid to Shri Nilesh S Shah was Rs. 2,16,562/- per month.

3. **Job profile and their suitability:**

Shri Vijay T Shah has played a pivotal role in the growth and development of the Company and is responsible for creating the overall vision of the Company and is actively involved in overall techno-commercial maters at corporate level.

Shri Nilesh S Shah has been heading the Sales and Marketing Department of the Company for a long period and has played a key role in the growth, development and expansion of the Company's business operations.

4. **Award/ Recognition Received:**

No awards/recognition has been received during the year.

5. **Remuneration Proposed:** For Shri Vijay T Shah, Rs.10,22,203/- per month (Rupees Ten Lakh Twenty-Two Thousand Two hundred and three) and on such terms and conditions as mutually agreed/ decided between him and the Company. In addition to above mentioned remuneration, the Chairman and Managing Director shall be entitled to the following perquisites and benefits, which shall not be included in computation of said ceiling limit for the remuneration: (i) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961/2025. (ii) Gratuity payable as per the rules of the Company. (iii) Leave encashment at the end of the tenure.

It is proposed to make payment of managerial remuneration of Rs.2,94,023/- per month to Shri Nilesh S Shah. He shall be entitled to other perquisites and benefits as may be approved by the Board from time to time.

ENTRUSTED DUTIES:

For Shri Vijay T Shah - Subject to the overall supervision, direction and control of the Board of Directors, the Chairman & Managing Director shall be responsible for providing strategic leadership to the Company, including the formulation and implementation of business strategies and policies, overseeing business development initiatives, monitoring the execution of the approved business plan and budget, and managing the overall operations and affairs of the Company. He shall also perform such other functions, duties and responsibilities as may be assigned or delegated by the Board of Directors from time to time.

For Shri Nilesh S Shah - The Whole Time Director and CFO shall be responsible for overseeing and managing the day-to-day affairs and operations of the Company, including sales and marketing, business development, procurement, production planning and execution, finance management, strategic planning and overall business growth, and shall perform such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

CONFIDENTIALITY:

The Managing Director and the Whole Time Director& CFO will perform their duties truly and faithfully and comply with the directives given to him from time to time by the Board, and further not disclose to any person, firm or Company any confidential information.

LIABLE TO RETIRE BY ROTATION:

During their tenure period as Managing Director / Whole Time Director of the Company, the office of Shri Vijay T Shah and Shri Nilesh S Shah shall be reckoned for the purpose of arriving Directors liable to retire by rotation.

SITTING FEES:

As long as Shri Vijay T Shah as Chairman & Managing Director and Shri Nilesh S Shah as Whole Time Director& CFO, they will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

RE-IMBURSEMENT OF EXPENSES, COSTS ETC:

The Chairman & Managing Director and Whole time Director & CFO shall be entitled to be paid / reimbursed all costs, charges and expenses as may be incurred by them for the purpose of performing their official duties as such for the business of the Company or on behalf of the Company.

TERMINATION:

Either party shall have liberty to terminate the aforesaid appointment, by giving six months' notice in writing to the other.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Compared to the remuneration with respect to industry, size of the company and nature of its business and profile of the position and person, the Directors are of the view that the remuneration proposed is commensurate with their experience and ability.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:**

Apart from the remuneration and perquisites/benefits payable to him as Chairman & Managing Director as stated above and his respective shareholding held directly or indirectly in the Company and being brother of Shri Mohanlal T Shah, Director, do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

INFORMATION:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms:

The Company has been a consistent performer for the last almost two years. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some geo-political factors.

The Company proposes to improve its productivity and profitability through higher capacity utilization, better utilization of available resources, expansion of production capacity and diversifying the product basket with higher margins.

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. The Company has all infrastructures ready to scale up the operations.

This may be treated as an abstract of the terms and conditions governing the appointment of above Directors pursuant to Section 190 of the Companies Act, 2013 and other applicable provisions of the Act, if any, and the same is available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11.00 A.M. and 1.00 P.M., up to the date of the Annual Ordinary General Meeting.

The Board of Directors feels that aforesaid terms of appointment and remuneration of Shri Vijay T Shah and Shri Nilesh S Shah are in the interest of the Company and therefore, recommends the resolution set out at item no. 5&6 of this Notice.

Shri Vijay T Shah and Shri Mohanlal T Shah and Shri Nilesh S Shah are interested in the resolution/s set out at Item No. 5&6 of the Notice respectively. Their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 7: Appointment of Shri Anand Bhatnagar (DIN:11901804) as an Independent Director.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of Directors, at its meeting held on 18**.08.2026,**appointed Shri Anand G Bhatnagar (DIN:11901804) as an Additional Director of the Company with effect from **29.08.2026**, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act"), to hold office up to the date of the ensuing Annual General Meeting of the Company.

The Company has received from Shri Anand Bhatnagar his consent to act as a Director of the Company, together with the requisite declarations and disclosures, including a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and the rules made thereunder. The Company has also received confirmation from him that he is not disqualified from being appointed as a Director under Section 164 of the Act and that he is eligible to be appointed as an Independent Director.

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Shri Anand G Bhatnagar possesses the requisite qualifications, knowledge, experience and expertise and that his association with the Company as an Independent Director would be beneficial to the Company. In the opinion of the Board, Shri Anand G Bhatnagar fulfils the conditions specified in the Act and the rules made thereunder for appointment as an Independent Director and is independent of the management of the Company.

Accordingly, the Board recommends the appointment of Shri Anand G Bhatnagar as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from **29.08.2026 and ending on 28.08.2031**, for the approval of the Members of the Company.

Except Shri Anand G Bhatnagar, being the appointee, and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No. 7of the accompanying Notice for approval of the Members

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

Name of the Director	**Shri Mohanlal T Shah**	**Shri Nilesh S Shah**	**Shri Anand G Bhatnagar**
DIN	00770306	00333060	11901804
Date of Birth	May 13,1967	June 11, 1987	August 05, 1971
Age	59 years	39 years	55 Years
Date of Appointment	24.11.2006	30.09.2019	29.08.2026
Qualification	HSC	BMS	MBA
Experience and Expertise	He has been involved in formulating marketing strategies and continues to provide valuable guidance and supervision for the Company's marketing activities.	Presently heading the sales and marketing department of the Company and has played a key role in the growth and development of the company.	He has extensive experience in marketing management in various industries.
Number of Meetings of the Board attended during the financial year (2025-26)	5	5	NA
List of Directorship/ Membership /Chairmanship of Committees of other Board	**0**	**0**	**0**
Membership / Chairmanship of Committees of Other Board:	0	0	0
Shareholding in the Company	11 33 590 Equity Shares*	13,08,690Equity Shares*	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Shri Vijay T Shah and Uncle of Shri Nilesh S Shah.	Nephew of Shri Vijay T Shah and Shri Mohanlal T Shah	Not Applicable
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	-	-	Nil

Justification for choosing the appointees for appointment as Independent Directors.	NA	NA	The Company will be benefited from his expertise in marketing and management.