NOTICE IS HEREBY GIVEN THAT THE 42ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF CEETA INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, AUGUST 25, 2026 AT 03.30 P.M. (I.S.T.) THROUGH VIDEO CONFERENCE(VC)/OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES: -

Ordinary Business:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2026.

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

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. Appointment of Mrs Uma Poddar (DIN 07140013), as a Director, liable to retire by rotation, who has offered herself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the applicable rules made thereunder and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mrs. Uma Poddar (DIN: 07140013), Non-Executive Director, who retires by rotation and being eligible, has offered herself for reappointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

Special Business:

3. Approval for appointment of Mr. Shridhan Poddar (DIN 07132968) as a Director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee , Audit Committee and the approval of the Board of Directors ("Board"), Mr. Shridhan Poddar (DIN: 07132968), who was appointed as an Additional Director (Executive) of the Company with effect from December 01, 2025 by the Board at its meeting held on November 14, 2025 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, and he being eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

   "RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

4. Approval for appointment of Mr. Shridhan Poddar (DIN 07132968) as a Whole-time Director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Shridhan Poddar(DIN 07132968) as a Whole-time Director of the Company, liable to retire by rotation, for a period of three (3) consecutive years commencing from December 01, 2025 to November 30, 2028, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the notice , with liberty to the Board / Committee to alter and vary the terms and conditions of the said appointment including remuneration as may be agreed between the Board and Mr. Poddar, subject to the provisions of the Act and Schedule V thereto."

   "RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the term of Mr. Poddar's appointment, the remuneration as approved by the Board and set out in the Explanatory Statement shall be paid to him as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

Date: May 28 , 2026 — By Order of the Board

Place: Kolkata

Smally Agarwal
Company Secretary & Compliance Officer
ACS 56522

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 3 and 4 as set out in the Notice, along with the relevant details of Directors seeking appointment/re-appointment at this Annual General Meeting (AGM) as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed hereto. The requisite declarations have been received from the Directors seeking appointment/re-appointment.

2) The Ministry of Corporate Affairs ("MCA") has, vide its General Circular 3/2025 dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, SEBI circulars, applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 42nd AGM of the Company is being held through VC / OAVM.

3) The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, located at Plot No. 34–38, KIADB Industrial Area, Sathyamangala, Tumkur – 572104, which shall be considered the deemed venue of the AGM.

4) As this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available and the Proxy Form, Attendance Slip and the Route Map to the venue are not annexed to this Notice.

   However, Institutional/Corporate Shareholders (i.e., entities other than individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, in accordance with Section 113 of the Companies Act, 2013 and participate and vote through remote e-voting or e-voting during the AGM.

5) Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum as per the provisions of Section 103 of the Companies Act, 2013.

6) The Statutory Registers and documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. Members seeking to inspect these documents may send a request via email to kolkata@ceeta.com.

7) The Register of Members and Share Transfer Books will remain closed from August 19, 2026 to August 25, 2026 (both days inclusive) for the purpose of the AGM.

8) 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) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), along with applicable circulars issued by the MCA and SEBI, the Company is providing its Members the facility to vote electronically on all resolutions proposed at the AGM. The Company has engaged Central Depository Services (India) Limited (CDSL) as the authorized e-voting agency to facilitate both remote e-voting and e-voting during the AGM. Members may cast their votes electronically either during the remote e-voting period or at the AGM. Detailed instructions for remote e-voting and participation in the AGM through VC/OAVM are annexed to this Notice.

9) Dispatch of Annual Report through E-mail

In compliance with the MCA Circulars and SEBI Circulars, electronic copies of the Annual Report for the financial year 2025–26 and the Notice of the 42nd Annual General Meeting (AGM) are being sent to all Members whose email addresses are registered with the Company, its Registrar and Transfer Agent (RTA), or Depository Participant(s).

Members are requested to note that the Notice convening the AGM and the Annual Report for FY 2025-26 will also be available on the Company's website at www.ceeta.com, the websites of the Stock Exchanges—BSE Limited at www.bseindia.com—and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

Further, the Annual Report for FY 2025-26 and the Notice of the 42nd AGM will be sent to those members whose names appear in the Register of Members as at the close of business hours on July 24, 2026.

In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web link with the exact path where the complete details of the Annual Report FY 2025-26 are available will be sent to members who have not registered their email addresses with the Company, its Registrar and Transfer Agent (RTA), or Depository Participant(s).

Members are requested and encouraged to register / update their email addresses with their Depository Participant (in case of Shares held in dematerialised form) or with Registrar and Share Transfer Agents (RTA) - Niche Technologies Private Limited (in case of Shares held in physical form).

Any member desiring a physical copy of the Annual Report for FY 2025-26 may request the same by sending an email to kolkata@ceeta.com, quoting their Folio Number/DP ID and Client ID.

10) A Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the "cut-off date" i.e. August 18, 2026 shall be entitled to avail the facility of either remote e-voting or voting at the AGM through e-voting. A Person who is not a member on the cut-off date should treat this Notice for information purpose only.

11) Investors who became members of the Company after the dispatch of the AGM Notice and hold shares as of the cut-off date, i.e., August 18, 2026, are requested to send a written or email communication to the Company at kolkata@ceeta.com or nichetechpl@nichetechpl.com, mentioning their Folio Number / DP ID and Client ID, to obtain their Login ID and Password for e-voting.

12) Institutional Members/Bodies Corporate (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (in PDF/JPG format) of the relevant Board Resolution or Authority Letter, along with the attested specimen signature(s) of the duly authorized signatory(ies) authorized to vote, via email to droliapravin@yahoo.co.in, with a copy marked to helpdesk.evoting@cdslindia.com, on or before August 24, 2026, upto 5:00 p.m. Votes received without such authorization shall not be considered valid.

13) The Board of Directors has appointed Mr Pravin Kumar Drolia, Practicing Company Secretary (FCS-2236/CP-1362) of M/s. Drolia & Co., Company Secretaries, Kolkata as Scrutinizer to scrutinize the e-voting at AGM and remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

14) The Scrutinizer shall immediately after the conclusion of voting at the AGM unblock the votes cast through remote e-voting and e-voting at the AGM.

15) The Scrutinizer will, not later than two working days of conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the Chairperson or any person authorized by the Chairperson. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company at www.ceeta.com and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to BSE Limited, where the shares of the Company are listed.

16) On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM.

17) Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., August 18, 2026.

18) SEBI vide Master Circular no. SEBI/HO/OIAE/ OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023) has specified that a member shall first take up his/ her/their grievance directly with the company and if the grievance is not redressed satisfactorily, the member may escalate the same through SEBI SCORES Portal in accordance with the process laid out therein. If the shareholder is not satisfied with the

outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. A common "Online Dispute Resolution Portal" ("ODR Portal"), called the SMART ODR has been established for this purpose. The link to access the portal is https://smartodr.in/login. Relevant details with respect to ODR portal and SEBI Circulars are available on the website of the Company at www.ceeta.com.

19) The Securities and Exchange Board of India (SEBI) vide its Master Circular for Registrar to an Issue and Share Transfer Agents 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 holders of securities in physical form. Members holding shares in physical mode and who have not updated their email addresses / other details like Nomination, KYC etc., with the Company / Depository Participant(s) / RTA pursuant to the aforesaid circular, may follow the process detailed below:

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the Company or Registrar and Transfer Agent (RTA) of the Company i.e. Niche Technologies Private Limited:	
	Form No.	Description of the Form
	Form-ISR 1	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Form-ISR 2	Update of signature of securities holder by Banker
	Form-ISR 3	Declaration Form for opting out of Nomination
	Form-ISR 4	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form
	Form SH-13	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014
	Form SH-14	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Forms ISR-1, ISR-2 are mandatory and either of ISR-3 or SH-13 or SH-14 be filled as per your choice along with the supporting documents as stated above are required to be submitted to the Company/RTA.

All the above mentioned forms are available on the website of the Company under *Investor section-Disclosures under regulation 46 - Other Shareholders Information at* https://ceeta.com/disclosures-under-regulation-46 *and the RTA at* https://nichetechpl.com/downloads/.

Any service requests or complaints received from members holding shares in physical form will not be processed by the RTA unless the required KYC details/documents are duly submitted. Further, Members will be able to lodge grievances, avail services from the RTA, and receive payments, including dividends (if any), only through electronic mode and subject to completion of the prescribed KYC compliances for their respective folios.

All members holding shares in physical form are advised to complete the KYC formalities at the earliest to ensure uninterrupted service and receipt of benefits.

20) In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting the transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Further, issuance of duplicate securities certificates, claims from the Unclaimed Suspense Account, renewal/exchange of securities certificates, endorsement, sub-division/splitting of securities certificates, consolidation of securities certificates/folios, transmission, and transposition of securities held in physical form shall also be effected only in dematerialized form. Accordingly, Members holding shares in physical form are requested to convert their holdings into dematerialized form to eliminate all risks associated with physical certificates and to ensure ease of portfolio management as well as smooth transferability, if required.

21) Non-Resident Indian members are requested to inform the Company / RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of ;

(a) Change in their residential status on return to India for permanent settlement.

(b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to write to the Company's RTA, namely , Niche Technologies Private Limited (Unit: Ceeta Industries Limited) , 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017 , for consolidation into a single folio and also send the relevant share certificates for this purpose. Requests for consolidation of share certificates shall be processed in dematerialised form only.

23) Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

24) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING 42nd AGM THROUGH VC/OVAM ARE AS UNDER

The remote e-voting period begins on Saturday August 22, 2026 at 09.00 A.M.(IST) and ends on Monday, August 24, 2026 at 05.00 PM (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The details of the process and manner for remote e-voting is a two step process explained below:

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

Pursuant to SEBI circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing

	Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https:// eservices. nsdl.com /Secure Web/ Ideas Direct Reg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https: //eservices. nsdl.com /SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.</u>

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022-4886 7000 and 022-2499 700

<u>Step 2 :</u>Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- For Shareholders holding shares in Physical Form : Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN : **CEETA INDUSTRIES LIMITED**
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

"YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; droliapravin@yahoo.co.in and kolkata@ceeta.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- The Shareholders 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 to atleast 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.

- Shareholders who would like to express their views/ask questions as a speaker at the meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, demat account number/folio number, email id, mobile number at kolkata@ceeta.com before August 18,2026 , 05:00 pm (IST).
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at kolkata@ceeta.com. The same will be answered by the Company suitably.
- Only those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the AGM.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting..

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- **For Physical shareholders**- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Date: May 28, 2026

Place: Kolkata

By Order of the Board

Smally Agarwal
Company Secretary & Compliance Officer
ACS56522

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

The following Explanatory Statement sets out all the material facts relating to the Special business mentioned under Item No. 3 and 4 of the accompanying Notice dated May 28, 2026.

ITEM NO: 3 and 4

The Board of Directors on recommendation of Nomination and Remuneration Committee and Audit Committee at its meeting held on November 14, 2025 appointed Mr. Shridhan Poddar (DIN: 07132968) as an Additional Director (Executive) of the Company w.e.f. December 01, 2025. The Board of Directors also appointed him as a Whole-time Director of the Company, liable to retire by rotation, for a period of three (3) consecutive years commencing from December 01, 2025 to November 30, 2028, on such terms and conditions including remuneration, subject to necessary approval of shareholders.

The proposed remuneration and terms and conditions of appointment of Mr Poddar (hereinafter referred to as the Whole-time Director) are as given below:

a. The Whole-time Director shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company.

b. In consideration of the performance of his duties, the Whole-time Director shall be entitled to receive remuneration as stated herein below:

i) Fixed Compensation:

The Fixed Compensation shall comprise Basic Salary, along with the Company's contributions to the Provident Fund and Gratuity Fund, in accordance with applicable laws. The Basic Salary shall be less than ₹12,00,000/- per annum, payable monthly. The specific amount, as well as any annual increments, shall be determined by the Nomination and Remuneration Committee and/or the Board of Directors, based on the performance of the Whole-time Director, the profitability of the Company, and other relevant factors.

ii) Flexible Compensation (Perquisites and Allowances):

In addition to the Fixed Compensation, the Whole-time Director shall be entitled to the following perquisites and allowances in accordance with the Policy/Rules of the Company and applicable provisions of the Companies Act, 2013.

- House Rent Allowance at 25% of Basic Salary
- Reimbursement of medical expenses (both domestic and foreign) for self on actual basis subject to maximum amount of ₹3,00,000/- p.a.;
- Club facilities for up to two clubs (excluding admission and life time membership fees)
- Any other perquisites and allowances as may be approved by the Board from time to time, subject to Company policy and applicable law.

The total remuneration comprising of (i) and (ii) components payable to the Whole-time Director shall not exceed ₹30,00,000/- per annum (equivalent to ₹2,50,000/- per month) during any financial year.

iii) Overall Remuneration:

The total remuneration, including salary components, perquisites, allowances, and any other benefits paid or payable to the Whole-time Director, as may be determined by the Board in its absolute discretion and in accordance with applicable rules, shall be in compliance with the provisions of Section 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

iv) Loans:

a. Granting of loans according to Company's Scheme subject to necessary approval(s), if applicable.

b. Continuation of Loans, if already availed.

Notes:

I. Unless otherwise stipulated, all perquisites shall be evaluated as per the Income Tax Rules, wherever the actual cost cannot be determined.

II. In the event the Company has no profits or its profits are inadequate during any financial year of the Whole-time Director's tenure, the remuneration (inclusive of salary, commission, and perquisites) shall be paid in accordance with Schedule V of the Companies Act, 2013.

III. The remuneration structure outlined represents the maximum permissible limits. The Board may, in their absolute discretion, pay a lower remuneration and revise the same from time to time, within the maximum limits.

IV. In the event of any amendments or re-enactments of the Companies Act, 2013 or the Income Tax Act, 1961, all references in this document shall be deemed to refer to the corresponding updated provisions, rules, or notifications.

V. If at any time the Whole-time Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be the Whole-time Director of the Company.

VI. The Whole-time Director is appointed by virtue of his employment in the Company and liable to retire by rotation. No sitting fees shall be paid for attending Board or Committee meetings during his tenure. The appointment shall be terminable by giving one month written notice. No compensation shall be payable upon such termination.

The Company has received a notice in writing under section 160 of the Act, from a member proposing the candidature of Mr. Shridhan Poddar, as a Director of the Company. The Company has received the consent in writing from Mr. Shridhan Poddar to act as a Director of the Company and a declaration confirming that he is not disqualified under section 164 of the Companies Act, 2013, and is not debarred by SEBI or any other authority. The appointment and remuneration for the aforementioned period satisfies the applicable provisions of the Act and the conditions laid down in Schedule V to the Act.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Shridhan Poddar including his profile and specific areas of expertise is annexed in this AGM Notice.

In the opinion of the Board, the appointment of Mr. Shridhan Poddar as the Whole-time Director for the period proposed in the resolution is in the best interests of the Company.

A draft letter of appointment of Mr Shridhan Poddar as a Whole-time Director, setting out the terms and conditions, will be available for inspection by Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and also electronically during the meeting.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Except Mr. Shridhan Poddar, Mr Krishna Murari Poddar, Mrs. Uma Poddar , Mr. Anubhav Poddar and their relatives , none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned ITEM NO. 3 and 4 of this Notice. The Proposed resolution does not relate to or affects any other company (financially or otherwise).

The Board recommends the Ordinary Resolution set out at Item No. 3 and the Special Resolution set out at Item No. 4 for approval of the Members.

INFORMATION REQUIRED TO BE DISCLOSED UNDER PARAGRAPH (IV) OF THE SECOND PROVISO TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013 ("ACT") IS AS FOLLOWS:

(i) The proposed remuneration payable has been approved by a resolution of the NRC and the Board of Directors respectively;

(ii) The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval from the Members;

(iii) Member's consent is sought via Special Resolution for remuneration for three years.

(iv) A statement containing further information is set out hereunder:

I. General Information:

Nature of industry	The company is principally engaged in the Business of Manufacturing of snacks products.			
Date or expected date of commencement of Business	Existing Company in operation since 1984			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators	**Particulars**	**Total Income (Rs. in thousands)**	**Profit before Tax (Rs. in thousands)**	**Profit after Tax (Rs. in thousands)**
	2025-2026	223115.53	7956.43	5869.30
	2024-2025	233584.10	37296.40 (including exceptional income of ₹ 28309.64 thousands)	27454.16 (including exceptional income of ₹ 28309.64 thousands)
	2023-2024	131428.09	(27447.42)	(15986.68)
Foreign Investments or collaborations, if any	The Company has not made any foreign investments and neither entered into any collaborations during the last financial year. However, foreign investors are holding equity in the Company.			

II. Information about the Appointee- Mr. Shridhan Poddar :

Particulars	Mr. Shridhan Poddar
Background details	Mr. Shridhan Poddar holds a Bachelor's degree in Business Administration from Chapman University, USA. He has over five years of experience and has developed expertise in product manufacturing, product innovation, product portfolio strategy and brand building. He plays a key role in overseeing manufacturing operations and contributing to the Company's growth and operational efficiency.
Past Remuneration (FY 2025-26)	During the financial year ended March 31, 2026, Mr. Shridhan Poddar was paid remuneration of ₹3.00 Lakhs in his capacity as an Additional Director (Executive, designated as Whole-time Director for the period from December 1, 2025 to March 31, 2026. Prior to his appointment as an Additional Director (Executive, designated as Whole-time Director, he was employed by the Company as Executive Director (Marketing) and was paid salary and other employment benefits aggregating to ₹6.25 Lakhs for the period up to November 30, 2025.
Recognition or awards	None
Job profile and his suitability	Mr. Shridhan Poddar holds a Bachelor's degree in Business Administration from Chapman University, USA. He has profound knowledge & experience and is associated with the Company since 2020. His expertise in product manufacturing, product innovation, product portfolio strategy and brand building. He plays a key role in overseeing manufacturing operations and contributing to the Company's growth and operational efficiency. With his experience and expertise, the Board of Directors remains confident in his continued valuable contributions to the Company's growth.
Remuneration Proposed	As provided in the Explanatory Statement relating to Item no 4
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable has been benchmarked against the remuneration drawn by individuals in similar positions or roles within the industry. Considering the size of the Company and Mr. Shridhan Poddar's profile, knowledge, and extensive experience, the NRC Committee and the Board of Directors are of the opinion that the proposed remuneration is reasonable.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial person, if any	Mr. Shridhan Poddar is the grandson of Mr. K. M. Poddar (Managing Director) and Mrs. Uma Poddar (Non-Executive Director) & son of Mr. Anubhav Poddar (CFO). He is not related to any other Director of the Company. He does not hold any shares of the Company. Except for his remuneration as stated above and the relationships mentioned herein, Mr. Shridhan Poddar has no other pecuniary relationship with the Company.

III. Other Information:

Reasons of loss or inadequate profits	During FY 2025–26, the Company has performed satisfactorily and is currently generating adequate profits. However, being in the FMCG sector, it remains exposed to external factors such as raw materials & oil price fluctuations, regulatory changes and market competition, which may result in periods of inadequate profits during the tenure of the appointment. As a prudent corporate governance measure, the Company proposes to pass a Special Resolution pursuant to the provisions of Section 197, read with Schedule V of the Companies Act, 2013. This will enable the Company to pay remuneration to its managerial personnel in the event of no profits or inadequate profits at any time during their tenure.
Steps taken or proposed to be taken for improvement.	The Company has undertaken a series of strategic and operational initiatives aimed at improving its current position. It has also formulated plans to enhance productivity and profitability, with a strong focus on cost reduction and bottom-line improvement.
Expected increase in productivity and profits in measurable terms.	The Company anticipates a significant improvement in its financial and operational performance in the coming years. Based on current projections and the strategic initiatives undertaken, it expects to generate sufficient profits to meet its financial obligations, including the payment of managerial remuneration.

IV. Disclosures:

The details regarding the remuneration package of Directors for the Financial Year 2025-26 have been disclosed separately in the Board's Report, which forms an integral part of the Annual Report.

ANNEXURE

INFORMATION PURSUANT TO THE REQUIREMENTS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2)

Name of the Director	Mrs Uma Poddar	Mr Shridhan Poddar
DIN	07140013	07132968
Date of Birth (Age)	08-09-1952 (73yrs)	31-01-1997(29yrs)
Nationality	Indian	Indian
Date of first appointment on the Board	30-03-2015	01-12-2025
Brief Resume (including Qualifications, experience and Expertise in specific functional area)	Mrs Uma Poddar is a Commerce Graduate and possesses more than 10 years of experience in the fields of Administration and Human Resource Management. She has extensive expertise in managing administrative functions, human resource operations and organizational development.	Mr. Shridhan Poddar holds a Bachelor's degree in Business Administration from Chapman University, USA. He has profound knowledge & experience and is associated with the Company since 2020. His expertise in product manufacturing, product innovation, product portfolio strategy and brand building. He plays a key role in overseeing manufacturing operations and contributing to the Company's growth and operational efficiency.
Terms and conditions of Appointment/ Re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	As provided in the Resolution and Explanatory Statement relating to Item Nos. 3 and 4.
Skills and abilities required for the Role as an Independent Director and Justification for the Manner in which proposed appointee meets requirement	Not applicable	Not applicable
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company inter-se	Spouse of Mr. K. M. Poddar (Managing Director); Mother of Mr Anubhav Poddar, CFO & Grandmother of Mr Shridhan Poddar, Additional Director (Executive), designated as Whole-time Director. She is not related to any other Director / KMP of the Company	Grandson of Mr. K. M. Poddar (Managing Director) and Mrs. Uma Poddar (Non-Executive Director) & Son of Mr. Anubhav Poddar (CFO). He is not related to any other Director / KMP of the Company.
Directorship in Other listed entities	None	None
Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	None	Kingstone Krystals Ltd. Impact Corporate Investments Pvt. Ltd.
Chairpersonships / Memberships of Committees held in Committees of Other Companies	None	None
Listed entities from which the person has resigned in the past three years	None	None

Remuneration last drawn (in Rs)(during FY 2025-26)	Remuneration: Nil Sitting Fees: ₹ 20,000/-	As provided in the Explanatory Statement relating to Item no 4
Remuneration sought to be paid	Sitting fees for attending Board Meetings	As provided in the Explanatory Statement relating to Item no 4
Shareholding in the Company (as on cut-off date i.e. May 28, 2026) (including beneficial owner)	• By Self : None • As a Beneficial Owner : None	• By Self : None • As a Beneficial Owner : None
Number of Board Meetings Attended during FY 2025–26	4 (Four)	1 (One)
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority