

NOTICE

NOTICE is hereby given that **13th Annual General Meeting** of the Members of Krishna Defence and Allied Industries Limited will be held on **Wednesday, the 15th day of July, 2026 at 11:00 a.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business,

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2026:

To consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial year ended on March 31, 2026, together with the Report of the Board of Directors' and Auditors' and in this regard pass the following resolution as Ordinary Resolution:

"**RESOLVED THAT** the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended on March 31, 2026, and the reports of the Board of Directors and Auditors' thereon laid before this meeting be and are hereby adopted."

ITEM NO. 2: RE-APPOINTMENT OF DIRECTOR:

To appoint a Director in place of Mrs. Preyal Ankur Shah (DIN: 06966962), who retires by rotation at this Annual General Meeting, in terms of section 152(6) of the Companies Act, 2013 and, being eligible, has offered herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Preyal Ankur Shah (DIN: 06966962), who retires by rotation at this Annual General Meeting and being eligible has offered herself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

ITEM NO. 3: DECLARATION OF FINAL DIVIDEND:

To declare the Final Dividend of 12.5% of paid-up value per equity share for the year ended March 31, 2026

"Resolved that a final dividend of Rs. 1.25 per share on equity shares of the Company as recommended by the Board Directors of the Company for the Financial Year ended 31st March, 2026 is hereby declared and the same to paid to the eligible shareholders on the record date determined in accordance with applicable law.

SPECIAL BUSINESS:

ITEM NO. 4 – RATIFICATION OF REMUNERATION OF COST AUDITORS

To ratify the remuneration of the Cost Auditors for the financial year ending on 31st March, 2027, and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ended on 31st March, 2027, on the remuneration as mentioned herein be and is hereby ratified:

Name of the Cost Auditor	Products	Audit Fees (₹)
M/s. Zarna Thakkar & Co.	Products relating to Iron and Steel & other Machinery	1,20,000

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 5: APPOINTMENT OF SECRETARIAL AUDITORS:

Appointment of M/s. Prerna Bokil & Associates, Company Secretaries as

the Secretarial Auditor 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations') and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Prerna Bokil & Associates, Company Secretaries as the Secretarial Auditor of the Company, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, for a period of five (5) consecutive years, commencing from the Financial Year 2026- 2027 till Financial Year 2030-2031, at such remuneration including applicable taxes and out-of-pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors from time-to-time.

ITEM NO. 6 TO APPOINT CNK & ASSOCIATES AS STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution, as an ordinary resolution:

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or reenactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, CNK & Associates, Firm Registration No. 101961W/W-100036 ("CNK") be and are hereby appointed as the Statutory Auditors of the Company for the term of five consecutive years, who shall hold office from the conclusion of this 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company for the FY 2030-31, at a remuneration as may be mutually decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof) and the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

ITEM NO. 7 RE-APPOINTMENT OF MR. ANKUR ASHWIN SHAH, MANAGING DIRECTOR

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

"**RESOLVED THAT** pursuant to the approval of Board and subject to provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions of if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013, Articles of Association of the Company and pursuant to the approval given by the Nomination & Remuneration Committee and Board of Directors, the consent of the shareholders be and is hereby accorded for re-appointment of Mr. Ankur Ashwin Shah having DIN: 01166537, as Managing Director of the Company, whose period of office shall not be liable to retire by rotation, for a period of 5 (five) Years w.e.f. April 01, 2026 as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed herein below with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ankur Ashwin Shah."

"**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ankur Ashwin Shah is fixed for a three (3) years of his term, thereafter which the Company shall seek fresh approval in line with Section 197 of Companies Act, 2013.

"**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ankur Ashwin Shah, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

The details of remuneration payable to Mr. Ankur Ashwin Shah, and the terms and conditions of the appointment are given below:

I. Period:

For a period of 5 years from w.e.f April 01, 2026.

II. Remuneration:

Up to Rs. 10,00,000/- per month which is eligible revision from time to time within ceiling limits of Rs 17,50,000.

III. Perquisites:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

- i. **Medical Re-imburement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
- ii. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.
- iii. **Club Fees:** Fees of clubs, initial and annual subject to a maximum of three clubs.
- iv. **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- v. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.
- vi. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.
- vii. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Managing Director.

IV. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him By the Board of Directors from time to time. The office of the Managing Director shall be at Mumbai or at such place as the Board of Directors may decide from time to time.

V. TERMINATION:

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 60 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. Other terms and conditions:

In the event of absence or inadequacy of profits in any financial year during the tenure of the CMD, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

- a) "Family" means the spouse and dependent children of Mr. Ankur Ashwin Shah Leave with full pay and allowances shall be allowed as per the Company's rules.
- b) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- c) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- d) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

"RESOLVED FURTHER THAT the remuneration including all benefits, amenities and perquisites as set out in the said term & condition shall neverthe-

less be paid and allowed to Mr. Ankur Ashwin Shah, Managing Director as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof."

"RESOLVED FURTHER THAT in the aforesaid connection, any of the Directors of the Company or Company Secretary be and is hereby authorized to send intimation in the prescribed e-Form MGT-14, with the Ministry of Corporate Affairs (MCA), in e-mode, and to do all incidental matters as he/she may deem fit and proper to implement this resolution."

"RESOLVED FURTHER THAT a certified copy of this resolution, signed by any one of the Directors of the Company, be forwarded to the concerned authorities as and when required."

ITEM NO. 8 TO APPROVE CONTINUATION OF DIRECTORSHIP OF Mr. DIVYAKANT ZAVERI (DIN: 01382184), INDEPENDENT DIRECTOR IN TERMS OF REGULATION 17(1A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), each as amended, Mr. Divyakant Zaveri (DIN: 01382184), who is serving his first term as an Independent Director with effect from 23rd August 2021 until 22nd August 2026 and has attained the age of 75 years on 26th June 2023 whose approval for continuation was taken vide special resolution dated 28th September, 2022.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to reappoint Mr. Divyakant Zaveri as an Independent Director of the Company for another term of five years as a Non-Executive, Independent Director of the Company for a period of 5 years commencing from 23rd August, 2026 to 22nd August, 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 9 RE-APPOINTMENT OF MR. DIVYANKAT ZAVERI AS AN INDEPENDENT DIRECTOR (DIN:01382184)

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

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Divyakant Zaveri (DIN: 01382184), who holds office as an Independent Director up to 22nd August, 2026 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years effective from 23rd August 2026 till 22nd August 2031, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the LODR Regulations, Mr. Divyakant Zaveri, be paid such commission as the Board may approve from time to time subject to overall limits prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of

aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 10 RE-APPOINTMENT OF MR. JAYKUMAR TOSHNIWAL AS AN INDEPENDENT DIRECTOR (DIN: 00609542)

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

“RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Jaykumar Toshniwal (DIN: 00609542), who holds office as an Independent Director upto 22nd August, 2026 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years effective from 23rd August 2026 till 22nd August 2031, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the LODR Regulations, Mr. Jaykumar Toshniwal, be paid such commission as the Board may approve from time to time subject to overall limits prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 11 CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION 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 Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

“RESOLVED THAT, pursuant to provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the Shareholders of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company such that the existing Clause III (A) 1 of the MOA of the Company be altered by replacing and substituting the same with the following new clauses viz. Clause III (A) 1, 2, 3 and 4 as under;

- (1) To carry on the business of designing developing, engineering, manufacturing, integrating, testing, commissioning, validating, fabricating, erecting, installing, remodeling, delivering, assembling, repairing, refurbishing, upgrading, overhauling, hiring, supporting, distributing, marketing, buying, selling, importing, exporting and trading in all types Steel including Special Steel, Precision Components, Sub-Systems & Systems, machines used in Defense and Dairy sector including commissioning systems and projects including turn-key projects, special purpose project, comprising of Mechanical, Thermal, Electrical, Electronic, Software, Power Electronic parts required for Defense, Aerospace, Homeland-Security & Dairy and allied industry, by contact or non-contact method, with in-house or out-sourced facilities.
- (2) To carry on in or outside India business as importers, exporters,

marketers, distributors, wholesalers, retailers, traders, merchants, buyers, sellers, suppliers, manufacturers, indenters, packers, movers, promoters, advertisers, distributors, marketers, preservers, agents, sub-agents, representatives, commissions agents, brokers, and dealers of all types of Defense Equipment, Home-Land Security, Dairy Equipment, Farm equipment, Kitchen Equipment using stainless steel, alloys, aluminum, brass or any other metals, all products be whether in raw material, semi- finished or finished products and to carry on heat treatment of the metals, fabrication of stainless steel, rolling of steel and alloys steel section and do all such activities which are ancillary to the above mentioned products and activities.

- (3) To perform trade of special metals and alloys and manufacture them using special metals like Titanium, Molybdenum, Copper, Aluminum Bronze, Miraging Steel, HS Steel etc. perform complete project management from design to commissioning for various project requirements of the customer.
- (4) To manufacture, assemble, produce, process, repair, convert, import, export, buy, sell, supply, distribute, test, maintain and otherwise deal in arms, ammunition, weapons, weapon systems, defence equipment, explosives, military hardware, and allied products of all kinds and descriptions, including components, accessories, spares, and ancillaries thereof, for defence, paramilitary, homeland security, law enforcement and civilian applications, in accordance with and subject to the provisions of the Arms Act, 1959, the rules made thereunder, and other applicable laws, regulations, and permissions as may be applicable for the being in force and undertake research, design, development, engineering, testing, validation, prototyping, modernization, upgradation, refurbishment, and lifecycle support services in relation to arms, ammunition, defence systems, and security equipment, including collaboration, technology transfer, licensing, and joint ventures with domestic or international entities, subject to applicable laws and regulatory approvals.
- (5) To research, design, develop, engineer, prototype, test, validate, certify, manufacture, fabricate, assemble, integrate, commission, import, export, buy, sell, lease, license, distribute, supply, maintain, repair, overhaul, retrofit, modernize and otherwise deal in defence, aerospace, aeronautical, naval, marine, underwater, homeland security, dual-use and space systems, platforms, equipment, products and technologies of every kind and description, including but not limited to underwater and surface autonomous systems, unmanned and remotely operated vehicles, underwater domain awareness systems, sonar, sensors, anti-submarine and mine counter-measure systems, drones, unmanned aerial systems, loitering munitions, counter-drone systems, aerial platforms, aero engines and propulsion systems, aero engine components, avionics, payloads, missiles, rockets, torpedoes, radars, electronic warfare systems, robotics, artificial intelligence, autonomy, Command, Control, Communications, Computers, Intelligence, Surveillance, and Reconnaissance (C4ISR) systems, simulators, software and firmware; shipbuilding, ship repair, ship recycling, submarines, warships, naval and commercial vessels, offshore and subsea platforms, marine engineering systems, propulsion systems, shipyard infrastructure, marine equipment and allied ancillary products; and to provide associated design, consultancy, training, technology transfer, licensing, maintenance, repair, overhaul, lifecycle support, turnkey solutions, collaborations, joint ventures, strategic alliances, publicprivate partnerships and offset arrangements in relation thereto, subject to the provisions of the Arms Act, 1959, Aircraft Act, 1934, applicable aircraft and drone regulations, Merchant Shipping Act, 1958, Foreign Trade (Development and Regulation) Act, 1992, industrial licensing requirements, Defence Acquisition Procedure, and all other applicable laws, rules, regulations and approvals for the time being in force.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

“RESOLVED FURTHER THAT a certified copy of this resolution, signed by any one of the Directors or the Company Secretary of the Company, be forwarded to the concerned authorities with a request to kindly act thereupon.”

ITEM NO.12:- ALTERATION IN ANCILLARY OBJECTS OF MEMORANDUM OF ASSOCIATION 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 Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act"); the provisions of the Memorandum of Association of the Company; and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other consent(s) / permission(s) / sanction(s), if any, as may be required, consent of the members of the Company, be and is hereby accorded for the following change in Memorandum of Association of the Company.

RESOLVED FURTHER THAT Clause 16 of Memorandum of Association be substituted with To invest surplus funds of the Company, not immediately required for its business, in such shares, stocks, securities, mutual funds, units, bonds (including government and corporate bonds), debentures, any other financial instruments, instruments, or other investments of whatsoever nature (not being shares of this Company), in such manner as may from time to time be determined by the Board, and to vary, switch, realize or dispose of such investments as may be deemed fit.

ITEM NO.13:- ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

To Consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act"); the provisions of the Articles of Association of the Company; and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other consent(s) / permission(s) / sanction(s), if any, as may be required, consent of the members of the Company, be and is hereby accorded for the following change in Articles of Association of the Company.

RESOLVED FURTHER THAT Clause 129(xiv) of Articles of Association be substituted with: Subject to the provisions of Section 180 of the Companies Act, 2013, to invest and deal with any of the moneys of the Company not immediately required for the purposes thereof in or upon such shares, stocks, securities, mutual funds, units, bonds (including government and corporate bonds), debentures, instruments, or any other financial instruments of whatsoever nature (not being shares of this Company), and in such manner as may be thought fit, and from time to time to vary, realize, switch, or dispose of such investments as may be deemed appropriate.

ITEM NO. 14 PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS 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 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) of such sum or sums and in such proportion/manner and upto such extent for each financial year commencing on or after 1st April, 2026 as the Board of Directors shall determine from time to time based on the recommendation of Nomination and Remuneration Committee within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 and other applicable provisions of the Act and Rules made thereunder."

"RESOLVED FURTHER that the remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) payable to the Non-Executive Director(s) shall be in addition to the sitting fees and other reimbursement of expenses payable to each of them for participation in the Board, Committee and other meetings ."

"RESOLVED FURTHER that the Board of Directors of the Company or Company Secretary be and is hereby authorised to do all such acts, deeds, mat-

ters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

ITEM NO. 15: TO AMEND / VARY CLAUSE 8.3 OF ESOP SCHEME

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and Regulation 7 of SEBI (SBEB) Regulations, 2021 other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded for amendment to the terms of the existing Employee Stock Option Scheme of the Company ("ESOP Scheme"), specifically with respect to the vesting schedule applicable in the event of death or permanent incapacity of employee.

RESOLVED FURTHER THAT the existing provision in clause 8.3 (b) requiring exercise of vested & unvested stock options within a period of 90 (Ninety) days from the date of death or permanent incapacity of employee be and is hereby amended to 180 (One Hundred Eighty) days from such date, with effect from date of passing this resolution.

RESOLVED FURTHER THAT except as specifically modified hereinabove, all other terms and conditions of the ESOP Scheme shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof authorized for administration of the ESOP Scheme) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms, intimations and disclosures with regulatory authorities, stock exchanges and other authorities, as may be applicable."

ITEM NO. 16: TO AUTHORISE THE BOARD OF DIRECTORS FOR BORROWINGS

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

"RESOLVED THAT In suppression of earlier special resolution dated 28th September, 2022, and pursuant to provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under and the consent of the members be and is hereby accorded to the Board of Directors of the Company, to borrow money from time to time whether secured or unsecured for the business of the Company notwithstanding that such borrowings, together with money already borrowed (apart from temporary loans obtained if any, from the bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount borrowed shall not at any time exceed the limit of Rs. 300.00 Crores (Rupees Three Hundred Crores only).

"RESOLVED FURTHER THAT all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."

ITEM NO. 17: TO APPOINT MR. HARSHADSINH MAHIDA (DIN: 11760208) AS A WHOLE TIME DIRECTOR

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

RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harshadsinh Mahida (DIN: 11760208) who has been appointed as an Additional Director pursuant to Section 161 with applicable provisions, if any of the Companies Act, 2013, at the meeting of the Board of Directors held on 17th June, 2026 till ensuing annual general meeting of the Company, be and is hereby appointed as Whole Time Director of the Company with effect from appointed date i.e. 17th June, 2026.

RESOLVED FURTHER THAT pursuant to provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and as per the recommendation of Nomination and remuneration commit-

tee and approval of Board of Directors at their meeting held on 17th June, 2026 consent of the members of the Company be and is hereby accorded, to appoint and re-designate Mr. Harshadsinh Mahida (DIN: 11760208) as Whole-Time Director of the Company, for a period of 5 (Five) years with effect from 17th June, 2026 on the following terms and conditions:

[i] Salary: Up to Rs. 5,00,000/- (Rupees Five Lacs only) per month [excluding perquisites and other allowance, if any].

[ii] Perquisites (including ESOP) and other allowances:

Perquisites and other allowances shall also be allowed in addition to salary.

[iii] Contribution to provident fund as per the Provident Fund and Misc. Act, 1952.

[iv] Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

[v] Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the individual appointee concerned.

RESOLVED FURTHER THAT wherein any financial year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Harshadsinh Mahida, Whole-Time

Director, remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

"RESOLVED FURTHER THAT the remuneration payable to Mr. Harshadsinh Mahida is fixed for a three (3) years of his term, thereafter which the Company shall seek fresh approval in line with Section 197 of Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration including all benefits, amenities and perquisites as set out in the said draft letter of appointment shall nevertheless be paid and allowed Mr. Harshadsinh Mahida as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

"RESOLVED FURTHER THAT Ms. Gunjan Bhagtani, Company Secretary of the Company, be and is hereby authorized to file necessary forms and returns with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By Order of the Board of Directors

Krishna Defence and Allied Industries Limited

Place: Halol

Date: 17.06.2026

Ankur Ashwin Shah
Managing Director
DIN : 01166537

Preyal Ankur Shah
Non-Executive Director
DIN: 06966962

NOTES:

1. In compliance with circular issued by the Ministry of Corporate Affairs ("MCA Circulars") with regard to holding of Annual General Meetings through Video Conferencing / Other Audio Visual Means (VC/OAVM), provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations, the 13th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 13th AGM shall be the Registered Office of the Company.
2. Bigshare Services Pvt. Ltd., will be providing facility for voting through remote e-voting, for participation in EGM through VC/OAVM facility and e-voting during the AGM.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Company on its registered email address to cs@krishnaallied.com or upload on the VC portal / e-Voting portal.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
5. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Ordinary/Special Business to be transacted at the meeting set out in the Notice is annexed hereto.
6. The brief details of the persons seeking appointment/re-appointment as Directors as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is also annexed to this Notice.
7. In line with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022 the Notice of AGM ('Notice') is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice will also be available on the Company's website at <https://krishnaallied.com/> website of the Stock Exchange i.e. NSE Limited at <https://www.nseindia.com/> and on the website of Bigshare Services Pvt Ltd., the e-voting agency at <https://ivote.bigshareonline.com> Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cutoff date may obtain electronic copy of Notice of AGM by sending a request to the Company or Company's RTA.
8. Record Date and Dividend: The Company has fixed the Record Date as Wednesday, July 08, 2026, for payment of dividend, subject to approval of Shareholders at the forthcoming 13th Annual General Meeting (AGM) scheduled to be held on Wednesday, July 15, 2026. The dividend of Rs 1.25 per equity share of ₹ 10 each (12.5%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') as per the statutory timeline as under: To all the Beneficial Owners as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form as at the end of the day on Wednesday, July 08, 2026.
9. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form and vice versa.
10. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance of dividend electronically through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details, Folio Number along with an original cancelled cheque and Form ISR-1 to the Company's Share Registrar and Transfer Agent, Bigshare Services Pvt Ltd Members holding shares in electronic form are requested to provide the details to their respective Depository Participants. 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, through permissible mode.
11. Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government. Further attention of the Members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to the Unpaid Dividend Account of the Company. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e 8th day of July, 2026. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 8th day of July, 2026 only, shall be entitled to avail the facility of e-voting / Poll.
13. Members desirous of obtaining information/details about the accounts, are requested to write to the Company at least one week before the meeting, so that proper information can be made available at the time of meeting. The Members desirous of inspection of documents may write to the Company through E-mail and the same shall be sent to them electronically.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc with the Depository through their Depository Participant(s).
15. **Bigshare i-Vote E-Voting System**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Sunday 12th day of July, 2026, at 09:00 a.m. and ends at 05:00 p.m Tuesday 14th day of July, 2026. 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 Wednesday, July 08, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) 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/SecureWeb/IdeasDirectReg.jsp 3) 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting 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**

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.

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

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 22 55 33.
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- 48867000

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338.

4.Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/ EGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

16. Other Information:

- CS Prerna Bokil, Prerna Bokil & Associates (Membership No. FCS-13539 & Certificate of Practice 28108) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and e-Voting during the AGM in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of e-Voting at the AGM, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-Voting and shall make, in two working days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall countersign the same and declare the result of the e-Voting forthwith.
- The results declared of e-Voting along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.krishnaallied.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange i.e. NSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to section 102 of the Companies Act, 2013 as required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item No. 4 to 17 of the accompanying Notice.

ITEM NO. 4 RATIFICATION OF REMUNERATION OF COST AUDITORS

In terms of the provisions of Section 148 of the Companies Act, 2013 and based on the recommendation of the Audit Committee, the Board of Directors had approved the appointment and remuneration of M/s. Zarna Thakar & Associates., as the Cost Auditors to carry out the audit of Cost Records for Products relating to Iron and Steel & other Machinery (collectively called as “Products”) respectively for the financial year ended on 31st March, 2027as per the following details.

Name of the Cost Auditor	Products	Audit Fees (₹)
M/s. Zarna Thakar & Associates	Products relating to Iron and Steel & other Machinery	1,20,000

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) or modification(s) thereof), the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution, as set out at Item No. 4 of the Notice, for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2026-27.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board recommends the resolution set out at Item No. 4 of the Notice for your approval and recommends said resolution to be considered as an ordinary resolution for members approval

ITEM NO. 5 APPOINTMENT OF SECRETARIAL AUDITORS:

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 (‘Act’) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 20, 2026, have recommended and approved the appointment of M/s. Prerna Bokil & Associates, Peer Reviewed Firm of Company Secretaries in Practice (‘Secretarial Audit Firm’) as Secretarial Auditor of the Company, subject to approval of Members of the Company, on the following terms and conditions:

a) Term of appointment: 5 (Five) consecutive years commencing from Financial Year 2026-27 till Financial Year 2030-31

b) Proposed Fees: Such fee as maybe mutually agreed between / deter-

mined by the Board of Directors (as per the recommendations of the Audit Committee) in consultation with the Secretarial Auditor. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be agreed between / determined by the Board of Directors (as per the recommendations of the Audit Committee) in consultation with the Secretarial Auditor.

c) Basis of recommendations: The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.

d) Credentials: The Secretarial Audit Firm, established in the year 1987, is a reputed firm of Practicing Company Secretaries with a legacy of excellence spanning over three decades. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The firm is focused on providing comprehensive professional services in corporate law, SEBI regulations, RBI regulations, etc, delivering strategic solutions to ensure regulatory adherence.

e) Consent and Eligibility: The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by ICSI. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 5 in relation to the appointment M/s. Prerna Bokil & Associates Secretarial Auditors of the Company, for approval by the Members of the Company.

ITEM NO. 6 TO APPOINT CNK & ASSOCIATES AS STATUTORY AUDITORS OF THE COMPANY

The members are informed that the first tenure of 5 years of the statutory auditors of the company is expiring and the firm being eligible for re-appointment has been recommended to the members for approval, the Audit Committee and the Board of Directors at their respective meetings held on May 20, 2026, have recommended and approved the appointment of M/s. CNK & Associates, Peer Reviewed Firm of Statutory Auditors ('Statutory Auditors) as Statutory Auditor of the Company, subject to approval of Members of the Company, on the following terms and conditions:

a) Term of appointment: 5 (Five) consecutive years commencing from Financial Year 2026-27 till Financial Year 2030-31.

b) Proposed Fees: Such fee as maybe mutually agreed between / determined by the Board of Directors (as per the recommendations of the Audit Committee) in consultation with the Statutory Auditor. Not exceeding Rs. 15,00,00 per Annum.

c) Basis of recommendations: The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.

d) Credentials: CNK & Associates LLP (CNK) is an all services firm specializing in providing a wide spectrum of professional services under one roof to leading domestic and multinational corporations, spread across virtually all sectors. Established in the year 1936, CNK is a third-generation firm, which caters to diverse businesses of all sizes, but with a specific emphasis on the MSME Sector. With a highly motivated team of top-notch professionals specializing in their respective areas of practice, we offer well-thought out and holistic strategies and solutions to even the most complex of problems faced by our clients – solutions delivered with a personalized touch and which are not only legally sound, but also practical.

e) Consent and Eligibility: The Statutory Audit Firm has consented to their appointment and have confirmed that their eligibility. The Statutory Audit Firm holds a valid Peer Review Certificate issued by ICAI.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 5 in relation to the appointment M/s. CNK & Associates, as the Statutory Auditors of the Company, for approval by the Members of the Company.

ITEM NO. 7 RE-APPOINTMENT OF MR. ANKUR ASHWIN SHAH, MANAGING DIRECTOR

In accordance with provisions of Sections 196, 197, 198 and 203 read together with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 14th February, 2026, subject to the approval of the Shareholders of the Company, re-appointed Mr. Ankur Ashwin Shah, as Managing Director of the Company for a period of 5 (five) years with effect from 01st April, 2026.

Mr. Ankur Ashwin Shah holds a degree of Bachelor of Engineering (Production) from University of Bombay and has an overall experience of 25 years in all kinds of Steel work including Smelting, Rolling, Drawing, Heat Treatment etc. He is involved in the overall Business Operations of the Company. Under his leadership, our company has been successful in expanding its diversified product portfolio and customer base.

Considering Managing Director's rich experience, subject matter expertise and immense contribution, the re-appointment and remuneration of Mr. Ankur Ashwin Shah as Managing Director of the Company was also approved by the Nomination and Remuneration Committee at its Meeting held on 14th February, 2026. Remuneration to Mr. Ankur Ashwin Shah as Managing Director the Company.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 14th February, 2026 approved the terms and conditions of Mr. Ankur Ashwin Shah as Managing Director of the Company w.e.f. 01st April, 2026 for a period of 5 years at a remuneration up to ₹ 17,50,000/- (Rupees Seventeen Lakhs Fifty Thousand Only) per annum excluding other perquisites.

Directorships held in other Companies are:

1. Krish Industries Private Limited
2. Trivest Energy Private Limited
3. Trivest Global Private Limited

Mr. Ankur Ashwin Shah is a Member of Following Committees of Directors of any Company:

1. Audit Committee
2. Corporate Social Responsibility Committee
3. Stakeholders Relationship Committee

The draft agreement to be entered by the Company with Mr. Ankur Ashwin Shah, contain inter-alia, the following principal terms and conditions:

1. Duties and Powers

The Managing Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.

2. Period of Appointment

Five Years with effect from 01st April, 2026.

3. Mr. Ankur Ashwin Shah as Managing Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder:

Salary up to ₹ 17,50,000/- (Rupees Ten Lakh only) per month.

Perquisites and Allowances

In addition to salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, furnishings and repairs of the house, medical reimbursement, medical insurance and leave travel concession for self and his family including dependents, personal accident insurance, club fees and such other perquisites, benefits and allowances in accordance with Rules of the Company. "Family" mentioned above means the spouse and dependent children of the Managing Director.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual costs.

Provision of car with driver for use for the Company's business and telephone facility at the Managing Director's residence, reimbursement of expenses including entertainment expenses will not be considered as perquisites.

Other Perquisites

- I. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- II. Encashment of leave at the end of the tenure Compensation If before the expiry of the Agreement, the tenure of his office as Managing Director is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

Additional Information required under Section II, part II of Schedule V of the Companies Act, 2013:

I. General Information		
Nature of Industry	Engineering & Defence	
Date or expected date of commencement	10/09/2013	
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 As per the Audited Financial Results for the year ended on 31.03.2026	Particulars	(₹ in Lakhs)
	Revenue from Operations	24478.22
	Profit(Loss) Before Tax	5081.20
	Profit(Loss) After Tax	3812.12
Foreign investments or collaborations, if any	Nil	
II. Information about the appointee		
Background details	<p>Mr. Ankur Ashwin Shah originally appointed on the board as first director on incorporation dated September 10, 2013 and he was designated as Managing Director w.e.f. April 01, 2015 for the period of 5 years and further re-designated as Managing Director for a term of 5 years w.e.f. April 01, 2021.</p> <p>Mr. Ankur Ashwin Shah holds a degree of Bachelor of Engineering (Production) from University of Bombay and has an overall experience of 25 years in all kinds of Steel work including Smelting, Rolling, Drawing, Heat Treatment etc. He is involved in the overall Business Operations of the Company. Under his leadership, our company has been successful in expanding its diversified product portfolio and customer base.</p>	
Past remuneration	Rs. 10,00,000 Per Month for FY 2025-26	
Job profile and his suitability	Managing Director of the Company	
Remuneration proposed	Rs. Up to 17,50,000 Per Month	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed Remuneration of Mr. Ankur Ashwin Shah, who is a thorough Professional, possessing invaluable and rich knowledge, experience and insights complemented with vast experience in engineering sector, is comparable with Managing Directors of other Companies and is in parity with the Industry Standards for such a responsible position.	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mrs. Preyal Ankur Shah, Director & Chairperson of the Company is wife of Mr. Ankur Ashwin Shah.	
III. Other Information		
Reasons of loss or inadequate profits	The Company is still in the process of gaining experience and building a track record that would qualify the Company to implement large size mandates. There is a continuous improvement in the performance of the Company, and the Company will soon generate adequate profits.	
Steps taken or proposed to be taken for improvement	The Company has also undertaken a cost review with a view to optimize resources and control costs. The Company will continue to ideate solutions for improving mobility and is confident that these solutions will contribute significantly to the Company's revenues going forward. The Company's business outlook for the next FY remains promising. Growth will be contingent upon Government policies as the Company's business is intrinsically linked to Government policies and schemes.	
Expected increase in productivity and profits in measurable terms	With the above measures, both the turnover and profits of the Company are expected to increase 50 %	

None of the KMP or Directors other than Mr. Ankur Ashwin Shah and Mrs. Preyal Ankur Shah who is wife of Mr. Ankur Ashwin Shah are concerned or interested in this resolution.

The Board recommends the Special Resolution set out in the Notice under Item No. 7 in relation to the appointment Mr. Ankur Ashwin Shah as Managing Director of the Company, for approval by the Members of the Company.

ITEM NO. 8 TO APPROVE CONTINUATION OF DIRECTORSHIP OF Mr. DIVYAKANT ZAVERI (DIN: 01382184), INDEPENDENT DIRECTOR IN TERMS OF REGULATION 17(1A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

The Board of Directors had appointed Mr. Divyakant Zaveri as an Additional Director in the category of Non-Executive and Independent Director of the Company in their meeting held on 23.08.2021 and was further regularized by the shareholders in their meeting held on and again vide shareholder resolution dated 28th September, 2022 for continuation from June 28, 2023 to August 23, 2026 due to attaining 75 years on 28.06.2023. In terms of the appointment Mr. Divyakant Zaveri shall hold office for a term of 5 year from the date of appointment i.e. August 23, 2021 to August 23, 2026 and he shall not be liable to retire by rotation. The company wishes to re-appoint Mr. Divyakant Zaveri for another term of 5 (five) years with effect from 23rd August 2026 to 22nd August, 2031.

As Mr. Divyakant Zaveri is aged 77 years and Mr. Zaveri has attained the age of 75 years on 28.06.2023. In view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Divyakant Zaveri as a Non-Executive and Independent Director of the Company for another term of 5 years from 23rd August, 2026 to 22nd August, 2031 consent of the Members is required by way of a Special Resolution.

Except Mr. Divyakant Ramniklal Zaveri (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives, are concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Special Resolution set out in the Notice under Item No. 8 for approval by the Members of the Company.

ITEM NO. 9 RE-APPOINTMENT OF MR. DIVYAKANT ZAVERI AS AN INDEPENDENT DIRECTOR

Pursuant to the relevant provisions of sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended, the Board of Directors re-appointed Mr. Mr. Divyakant Zaveri as an Additional Director (Independent) with effect from 20th May, 2026 to hold office up to the date of the next General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier. Mr. Divyakant Zaveri had given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 20th May, 2026 has recommended the appointment of Mr. Divyakant Zaveri as an Independent Director of the Company for a period of 5 (five) years from 23rd August, 2026 till 22nd August, 2031 in compliance with Section 149 read with Section 152 of the Companies Act, 2013.

Brief profile of Mr. Divyakant Zaveri is set-out below:

Mr. Zaveri has a Bachelor of Commerce (B.Com) from The Maharaja Sayajirao University of Baroda, 1970 and is a Chartered Accountant, Institute of Chartered Accountants of India, 1974 (Rank Holder). With over five decades of extensive experience in finance, CA Divyakant Zaveri is a seasoned expert in corporate finance, investment management, risk management, financial planning, taxation, and mergers and acquisitions. A highly accomplished Chartered Accountant, he has played critical roles in leading financial transformations and establishing robust governance frameworks for various organizations.

The Company has received requisite disclosures and declarations from Mr. Divyakant Zaveri required under the Act and the SEBI Listing Regulations. Mr. Divyakant Zaveri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board of Directors of the Company, Mr. Mr. Divyakant Zaveri fulfils the conditions specified in the Act and the Rules thereunder and is independent of the Management. Further, Mr. Mr. Divyakant Zaveri is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as an Independent Director would be available for inspection by the Members at the Registered Office of the Company. All relevant documents referred hereinabove would be open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations. The Board recommends the special resolution set out at item No. 9 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Mr. Divyakant Zaveri, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice under Item No. 9 for approval by the Members of the Company.

ITEM NO. 10 RE-APPOINTMENT OF MR. JAYKUMAR TOSHWIHAL AS AN INDEPENDENT DIRECTOR

Pursuant to the relevant provisions of sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended, the Board of Directors re-appointed Mr. Jaykumar Toshniwal as an Additional Director (Independent) with effect from 20th May, 2026 to hold office up to the date of the next General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier. Mr. Jaykumar Toshniwal had given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 20th May, 2026 has recommended the appointment of Mr. Jaykumar Toshniwal as an Independent Director of the Company for a period of 5 (five) years from 23rd August, 2026 till 22nd August, 2031 in compliance with Section 149 read with Section 152 of the Companies Act, 2013.

Brief profile of Mr. Jaykumar Toshniwal is set-out below:

Mr. Toshniwal has a Master of Commerce, a Chartered Accountant and holds a Post Graduate Degree in Management from IIM, Ahmedabad. He is active in Indian capital markets since 35 years. He possesses rich experience in finance and capital markets.

The Company has received requisite disclosures and declarations from Mr. Jaykumar Toshniwal required under the Act and the SEBI Listing Regulations. Mr. Jaykumar Toshniwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board of Directors of the Company, Mr. Jaykumar Toshniwal fulfils the conditions specified in the Act and the Rules thereunder and is independent of the Management. Further, Mr. Jaykumar Toshniwal is not debarred or disqualified from holding the office of Director pursuant to any order

of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as an Independent Director would be available for inspection by the Members at the Registered Office of the Company. All relevant documents referred hereinabove would be open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations. The Board recommends the special resolution set out at item No. 10 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Jaykumar Toshniwal, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice under Item No. 10 for approval by the Members of the Company.

ITEM NO. 11 CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. The "Main Object" clause of the Memorandum of Association of the Company is being amended by replacing existing clause with the following:

1. To carry on the business of designing developing, engineering, manufacturing, integrating, testing, commissioning, validating, fabricating, erecting, installing, remodeling, delivering, assembling, repairing, refurbishing, upgrading, overhauling, hiring, supporting, distributing, marketing, buying, selling, importing, exporting and trading in all types Steel including Special Steel, Precision Components, Sub-Systems & Systems, machines used in Defense and Dairy sector including commissioning systems and projects including turn-key projects, special purpose project, comprising of Mechanical, Thermal, Electrical, Electronic, Software, Power Electronic parts required for Defense, Aerospace, Homeland-Security & Dairy and allied industry, by contact or non-contact method, with in-house or out-sourced facilities.
2. To carry on in or outside India business as importers, exporters, marketers, distributors, wholesalers, retailers, traders, merchants, buyers, sellers, suppliers, manufacturers, indenters, packers, movers, promoters, advertisers, distributors, marketers, preservers, agents, sub-agents, representatives, commissions agents, brokers, and dealers of all types of Defense Equipment, Home-Land Security, Dairy Equipment, Farm equipment, Kitchen Equipment using stainless steel, alloys, aluminum, brass or any other metals, all products be whether in raw material, semi- finished or finished products and to carry on heat treatment of the metals, fabrication of stainless steel, rolling of steel and alloys steel section and do all such activities which are ancillary to the above mentioned products and activities.
3. To perform trade of special metals and alloys and manufacture them using special metals like Titanium, Molybdenum, Copper, Aluminum Bronze, Miraging Steel, HS Steel etc. perform complete project management from design to commissioning for various project requirements of the customer.
4. To manufacture, assemble, produce, process, repair, convert, import, export, buy, sell, supply, distribute, test, maintain and otherwise deal in arms, ammunition, weapons, weapon systems, defence equipment, explosives, military hardware, and allied products of all kinds and descriptions, including components, accessories, spares, and ancillaries thereof, for defence, paramilitary, homeland security, law enforcement and civilian applications, in accordance with and subject to the provisions of the Arms Act, 1959, the rules made thereunder, and other applicable laws, regulations, and permissions as may be applicable for the being in force and undertake research, design, development, engineering, testing, validation, prototyping, modernization, upgradation, refurbishment, and lifecycle

support services in relation to arms, ammunition, defence systems, and security equipment, including collaboration, technology transfer, licensing, and joint ventures with domestic or international entities, subject to applicable laws and regulatory approvals.

5. To research, design, develop, engineer, prototype, test, validate, certify, manufacture, fabricate, assemble, integrate, commission, import, export, buy, sell, lease, license, distribute, supply, maintain, repair, overhaul, retrofit, modernize and otherwise deal in defence, aerospace, aeronautical, naval, marine, underwater, homeland security, dual-use and space systems, platforms, equipment, products and technologies of every kind and description, including but not limited to underwater and surface autonomous systems, unmanned and remotely operated vehicles, underwater domain awareness systems, sonar, sensors, anti-submarine and mine counter-measure systems, drones, unmanned aerial systems, loitering munitions, counter-drone systems, aerial platforms, aero engines and propulsion systems, aero engine components, avionics, payloads, missiles, rockets, torpedoes, radars, electronic warfare systems, robotics, artificial intelligence, autonomy, Command, Control, Communications, Computers, Intelligence, Surveillance, and Reconnaissance (C4ISR) systems, simulators, software and firmware; shipbuilding, ship repair, ship recycling, submarines, warships, naval and commercial vessels, offshore and subsea platforms, marine engineering systems, propulsion systems, shipyard infrastructure, marine equipment and allied ancillary products; and to provide associated design, consultancy, training, technology transfer, licensing, maintenance, repair, overhaul, lifecycle support, turnkey solutions, collaborations, joint ventures, strategic alliances, public private partnerships and offset arrangements in relation thereto, subject to the provisions of the Arms Act, 1959, Aircraft Act, 1934, applicable aircraft and drone regulations, Merchant Shipping Act, 1958, Foreign Trade (Development and Regulation) Act, 1992, industrial licensing requirements, Defence Acquisition Procedure, and all other applicable laws, rules, regulations and approvals for the time being in force.

The Board at its meeting held on May 20, 2026 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on 10.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays).

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 11 of the Notice for approval of the Members.

ITEM NO.12:- ALTERATION IN ANCILLARY OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Members are informed that the Company proposes to substitute the existing Investment Clause forming part of the Ancillary (Incidental) Objects Clause of the Memorandum of Association ("MOA") of the Company. The current investment clause in the MOA is general in nature and does not comprehensively cover the various modes and avenues of investment that the Company may undertake in the course of its business operations. In order to provide greater clarity, flexibility, and alignment with evolving business practices and regulatory frameworks, it is proposed to replace the existing clause with a more detailed and elaborative provision.

The revised clause is intended, inter alia, to:

- Clearly set out the different forms and instruments in which the Company may invest its surplus funds;
- Enable the Company to undertake investments in a structured and transparent manner;
- Avoid any ambiguity in interpretation while dealing with investment-related matters;
- Bring the MOA in line with contemporary corporate and financial practices.

The proposed substitution does not result in any change to the main objects of the Company but merely enhances and clarifies the ancillary powers relating to investments. In terms of the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the alteration of the Memorandum of Association requires approval of the Members by way of a Special Resolution.

The Board of Directors, at its meeting held on May 20, 2026, approved the proposed substitution of the said clause, subject to the approval of the A copy of the existing and the proposed revised Investment Clause of the MOA is 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 Annual General Meeting. 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 proposed resolution, except to the extent of their shareholding, if any. The Board of Directors recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the Members

ITEM NO.13:- ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

The present investment-related provision in the AOA is general in nature and does not comprehensively cover the various modes and avenues through which the Company may invest its surplus funds. In order to provide greater clarity, flexibility, and alignment with evolving business practices, it is proposed to substitute the said Article with a more detailed provision.

The revised Article is intended, inter alia, to:

- Permit investment in a wider range of instruments and securities;
- Clearly define the scope and manner of deployment of surplus funds;
- Enable the Company to respond efficiently to diverse investment opportunities;
- Ensure better clarity and avoid ambiguity in interpretation of the Company's powers relating to investments.

The proposed alteration does not affect the core governance structure of the Company but merely enhances and clarifies the enabling provisions relating to investment of funds.

In terms of the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, alteration of the Articles of Association requires approval of the Members by way of a Special Resolution.

The Board of Directors, at its meeting held on May 20, 2026, approved the proposed substitution of the said Article, subject to the approval of the Members.

A copy of the existing Article and the proposed substituted Article of the AOA is 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 Annual General Meeting.

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 proposed resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the Members.

ITEM NO. 14 PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

In view of the enhanced Corporate Governance requirements under the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") coupled with the growing operations of the Company, the role and responsibilities of the Board, particularly Independent Directors has become more arduous, requiring greater time commitments, attention and a higher level of oversight. Accordingly, Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on Saturday, 11th April, 2026, respectively, approved and recommended for approval of the Members of the Company, remuneration by way of commission to the Non-Executive Directors of the Company. Regulation 17(6) of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, and the same would require approval of members in general meeting. The quantum of remuneration payable to all or some of the Non-Executive Directors shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in

accordance with the directions given by the Board as prescribed under the Nomination and Remuneration Policy of the Company.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that commission not exceeding 1% of the net profits of the Company be payable for Financial Year 2025-26 and onwards as may be decided by the Board, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time. The aforesaid remuneration is exclusive of the fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends passing of this Special Resolution as set out at Item No. 14 of this notice, for your approval.

Except all the Non-Executive Directors of the Company to the extent of commission that may be received by them, including for the Financial Year 2025-26, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 14 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 14 of the Notice for approval by the Members.

ITEM NO. 15: TO VARY CLAUSE 8.3 OF ESOP – 1 SCHEME OF THE COMPANY

The Company had instituted the "ESOP -I" ("ESOP Scheme") with the approval of the shareholders for granting employee stock options to eligible employees/directors of the Company in accordance with the applicable provisions of the Companies Act, 2013 and applicable laws.

In order to provide enhanced flexibility and a reasonable time period to eligible employees for exercising vested stock options upon cessation/termination of employment, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 20.05.2026, approved amendment to the terms of the ESOP Scheme with respect to the exercise period of vested and unvested options in the event of death or permanent incapacity of an employee options.

The existing provision under the ESOP Scheme provides that vested stock options are required to be exercised within 90 (Ninety) days from the date of death/permanent incapacity of employment. It is proposed to revise the said period to 180 (One Hundred Eighty) days from the date of death or permanent incapacity of employee Except for the aforesaid amendment, all other terms and conditions of the ESOP Scheme shall remain unchanged.

The proposed amendment is in the interest of the Company and its employees and is intended to provide adequate flexibility to employees holding vested options.

Accordingly, approval of the members is sought by way of Special Resolution as set out in the accompanying Notice.

Accordingly, the Board recommends the Resolution in the Item No. 15 of this Notice to be passed as a Special Resolution.

ITEM NO. 16: TO AUTHORISE THE BOARD OF DIRECTORS FOR BORROWINGS

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot, except with the approval of the members by way of a Special Resolution, borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Accordingly, the approval of the members is being sought to authorise the Board of Directors of the Company to borrow, from time to time, such sums as may be required for the purposes of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings shall not exceed ₹ Rs. 300.00 Crores (Rupees Three Hundred Crores only) at any point in time.

The Board of Directors recommends the Special Resolution set out at Item No. 16 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 17: APPOINTMENT OF MR. HARSHADSIKH MAHIDA (DIN: 11760208) AS WHOLE-TIME DIRECTOR

Mr. Harshadsinh Mahida has wide experience and expertise in Engineering Sector. His dedicated effort has helped to restructure the Company. Taking into consideration his commendable work and involvement in the day-to-day activities of the Company, the Board of Directors had in their meeting held on June 17, 2026 appointed Mr. Harshadsinh Mahida as an Additional Director till the conclusion of this AGM as approved by the Remuneration Committee at remuneration and upon such terms and conditions.

Considering his qualifications, experience, expertise and contribution towards the growth and management of the Company, the Board of Directors, at its meeting held on 17th June 2026, appointed as Additional Whole-Time Director of the Company for a period of 5 years commencing from 17th June, 2026, subject to the approval of the Members in the ensuing annual general meeting of the Company.

I. General Information		
Nature of Industry	Engineering	
Date or expected date of commencement	10/09/2013	
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 As per the Audited Financial Results for the year ended on 31.03.2026	Particulars	(₹ in Lakhs)
	Revenue from Operations	24,478.22
	Profit(Loss) Before Tax	50,81.20
	Profit(Loss) After Tax	38,12.12
Foreign investments or collaborations, if any	Nil	
II. Information about the appointee		
Background details	Mr. Harshadsinh Mahida holds a degree of Bachelor of Engineering (Mechanical) and has an overall experience of more than 29 years. He is involved as a Sr.Manager-(Operation) in Defence Manufacturing Unit.	
Past remuneration	Rs. 1,57,000/- Per Month for FY 2025-26	
Job profile and his suitability	Whole Time Director of the Company	
Remuneration proposed	Rs. Up to 5,00,000 Per Month	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed Remuneration of Mr. Harshadsinh Mahida, who is a thorough Professional, possessing invaluable and rich knowledge, experience and insights complemented with vast experience in engineering sector, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No relation exists with any director.	
III. Other Information		
Reasons of loss or inadequate profits	The Company is still in the process of gaining experience and building a track record that would qualify the Company to implement large size mandates. There is a continuous improvement in the performance of the Company, and the Company will soon generate adequate profits.	
Steps taken or proposed to be taken for improvement	The Company has also undertaken a cost review with a view to optimize resources and control costs. The Company will continue to ideate solutions for improving mobility and is confident that these solutions will contribute significantly to the Company's revenues going forward. The Company's business outlook for the next FY remains promising. Growth will be contingent upon Government policies as the Company's business is intrinsically linked to Government policies and schemes.	
Expected increase in productivity and profits in measurable terms	With the above measures, both the turnover and profits of the Company are expected to increase 50 %	

Place: Halol
Date:17.06. 2026

Preyal Ankur Shah
Non-Executive Director
DIN: 06966962

Ankur Ashwin Shah
Managing Director
DIN : 01166537

Particulars of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting

Name of Director	Mrs. Preyal Ankur Shah	Mr. Ankur Ashwin Shah	Mr. Divyakant Zaveri	Mr. Jaykumar Toshniwal	Mr. Harshadsinh Mahida
DIN	06966962	01166537	01382184	00609542	11760208
Date of Birth	12/10/1980	29-03- 1978	28-06- 1948	18-12- 1962	29-04-1974
Age	45	48	77	64	52
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification	Bachelor of Commerce	Bachelor of Engineering	Chartered Accountant	Chartered Accountant	Bachelor of Engineering
Designation	Chairman & Non-Executive Director	Managing Director	Independent Director	Independent Director	Whole-Time Director
Date of Appointment on the Board	11-01-2022	01-04- 2021	23-08- 2021	23-08- 2021	17-06-2026
Relationship Between Director sinter se	Wife of Mr. Ankur Ashwin Shah (Managing Director of the Company)	Husband of Ms. Preyal Ankur Shah (Chairperson of the Company)	No Relationship	No Relationship	No Relationship
Expertise in Specific functional area	16 years	25 years	35 year	35 years	29 years
Other Board Member-ship*	-	Nil	Saptarishi Agro Industries Limited (b) Gujarat Containers Ltd	Nil	Nil
Committee Member-ship in other public companies	-	Nil	Audit Committee	Nil	Nil
Number of Shares held in the Company	3,36,000 Shares	54,53,890	Nil	Nil	Nil

Justification for appointment	Has an experience of around 15 years in the field of fashion designing and interpersonal skills. She currently assists our Company in administration related Activities.	He holds a degree of Bachelor of Engineering (Production) from University of Bombay. He was originally appointed on the board as first director on incorporation dated September 10, 2013. He was designated as Managing Director w.e.f April 01, 2015 for the period of 5 years and further re-designated as Managing Director for a term of 5 years w.e.f. April 01, 2021. He has an overall experience of 22 years in all kinds of Steel working including Smelting, Rolling, Drawing, Heat Treatment etc. He is currently involved in managing the overall business operations of the Company. Under his leadership, our Company has been successful in expanding its diversified product portfolio and customer base	He is a Commerce Graduate and a practicing Chartered Accountant and possesses intense and varied experience in the field of Accounts, Finance, Taxation and Corporate Management for more than three decades. He was appointed as Independent Director vide EGM held on September 02, 2021	He is a Master of Commerce, a Chartered Accountant and holds a Post Graduate Degree in Management from IIM, Ahmedabad. He is active in Indian capital markets since 35 years. He possesses rich experience in finance and capital markets. He was appointed as Independent Director vide EGM held on September 02, 2021	He holds a degree of Bachelor of Engineering (Mechanical) and has an overall experience of more than 29 years. He has managed multi-site operations including Pipes & Tooling, CNC shop, Machine shop, Maintenance, Production Planning & Control. He is involved in the Company as a Sr. Manager-(Operation) in Defence Manufacturing Unit.
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Non-Executive Directors are entitled to sitting fees for attending Board Meetings and Committee Meetings.	Payment of Remuneration in terms of Section 197 and 198 of the Companies Act, 2013.	Non-Executive Directors are entitled to sitting fees for attending Board Meetings and Committee Meetings.	Non-Executive Directors are entitled to sitting fees for attending Board Meetings and Committee Meetings.	Payment of Remuneration in terms of Section 197 and 198 of the Companies Act, 2013.
Number of Board Meetings attended	9	9	9	9	N.A.
Names of Companies along with listed entities in which person has resigned in the past three years	None	None	None	None	None

* Private Companies excluded