

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of **SHIVA CEMENT LIMITED (CIN: L26942MH1985PLC470630)** ("the Company") will be held on Friday, 17th day of July, 2026 at 03:00 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and Reports thereon

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

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

"RESOLVED THAT the audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditor thereon, be and are hereby received, considered and adopted."

2. Appointment of Director in place of one retiring by rotation

To appoint director in place of Mr. Shouvik Chakraborty (DIN-10406430), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Shouvik Chakraborty (DIN-10406430), who retires as a Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. Approval of Remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Cost Auditors of the Company, for the financial year ending 31st March, 2027

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)

or re-enactment thereof for the time being in force), and as recommended by the Audit Committee and approved by the Board of Directors, remuneration of ₹2,20,000 (Rupees Two lakhs twenty thousand only) per annum plus out-of-pocket expenses incurred by M/s. Kishore Bhatia & Associates, Cost Accountants, the Cost Auditors for the conduct of the audit of the cost accounting records of the Company for the financial year ending 31st March 2027 be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

By the order of the Board of Director
For SHIVA CEMENT LIMITED

Sd/-
Date: 4th May, 2026
Place: Mumbai

(Ishika Sharma)
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolution in respect of Special Business and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.
2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020 and subsequent Circulars issued in this regard latest being Circular No. 03/2025 dated 22nd September 2025 ("said Circulars") had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly in compliance with applicable provisions of the Act and the said Circulars therein:
 - a. Notice of the AGM along with Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

- b. 40th AGM of the Members will be held through VC/ OAVM.

Members may note that the Notice along with the Annual Report for the Financial Year 2025-26 has been uploaded on the website of the Company at <https://www.shivacement.com>. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited (KFinTech) (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at www.kfintech.com.

3. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, the route map is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Information regarding re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Companies Act, 2013 ('the Act') and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), is annexed hereto as **Annexure A** to the Explanatory Statement.
5. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at csmeghanamhatre2@gmail.com with a copy marked to KFinTech at evoting@kfintech.com.
6. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at <https://shivacement.com/shareholder-meeting/>
7. The Company has notified closure of the Register of Members and the Share Transfer Books from Thursday, July 2, 2026 to Wednesday, July 8, 2026 (both days inclusive) for annual closing.
8. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details in Form ISR-1 to KFinTech.
9. Members are requested to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc.

to their DPs for equity shares held in dematerialised form and to Kfintech in Form ISR – 1 for equity shares held in physical form.

10. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with KFinTech in Form ISR-1 or e-mail to einward.ris@kfintech.com for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.
11. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form and update the nomination details.
12. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested maintained under the provisions of the Act and all the documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection during the meeting in electronic mode and the same may be accessed upon log-in to <https://evoting.kfintech.com>. The said documents will also be available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company upto the date of the AGM.

INSTRUCTIONS AND OTHER INSTRUCTIONS RELATING TO E-VOTING & AGM:

13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard – 2, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin Technologies Limited ("KFinTech"), on the Resolution set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
14. In order to increase the efficiency of the voting process and pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process.

15. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility. It is hereby clarified that the facility of login through demat accounts / websites of Depositories / Depository Participants (DPs) is only available for remote e-voting. However, for attending the AGM through VC/ OAVM and e-voting during the AGM, the remote e-voting credentials as provided by KFin Technologies Limited will be required and members must follow the detailed procedure as provided in this Notice.
16. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: 9.00 a.m. (IST) on Tuesday, 14th July, 2026

End of remote e-voting: 5.00 p.m. (IST) on Thursday 16th July, 2026.

The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period. Once the vote on a Resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
17. The Board of Directors of the Company have appointed Ms. Meghana Mhatre, Practicing Company Secretary, Proprietor of M/s. Meghana Mhatre & Associates, Mumbai (Membership No. ACS 18352, CP No. 7499) as the 'Scrutiniser' to scrutinise the remote e-voting and voting through electronic means at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.
18. The Scrutiniser, after scrutinising the votes cast through remote e-voting and through electronic means at the AGM will, not later than two working days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company at the link www.shivacement.com and on the website of KFinTech at <https://evoting.kfintech.com>. The results shall be communicated to the Stock Exchanges simultaneously.
19. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the date of the meeting i.e. Friday, July 17, 2026.
20. The cut-off date for Members eligible to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Friday, July 10, 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
21. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
22. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. Kfintech will be providing the facility for voting through remote e-voting for participation in the AGM through the VC/ OAVM Facility, and e-voting during the AGM.
24. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if a person is already registered with KFinTech for remote e-Voting then the existing User-ID and password can be used for casting the vote.
25. In case of Individual Shareholders holding shares in demat mode and those who become Members of the Company after dispatch of the Notice of the Meeting and hold shares as on the cut-off date, i.e. Friday, July 10, 2026 may refer to Notes below for steps for 'Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.'
26. The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Step 3: Access to join the AGM of the Company on KFinTech system to participate through video conference / OAVM and vote at the AGM.

Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- User already registered for Internet-based Demat Account Statement (IDeAS) facility: - Visit URL: https://eservices.nsdl.com. - Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. - On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. - Click on the e-voting link available against Shiva Cement Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication. - User not registered for IDeAS e-Services - To register click on link : https://eservices.nsdl.com. - Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No. 1 above, to cast your vote. - Alternatively, by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/. - Click on the icon “Login” which is available under ‘Shareholder/Member’ section. - On the login page, enter User ID (i.e. your sixteen digit demat account number held with NSDL starting with ‘IN’), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. - Post successful authentication, click on the e-voting link available against Shiva Cement Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
Individual Shareholders holding securities in demat mode with CDSL	- Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com - Click on New System Myeasi. - Login with your registered User ID and Password. - The user will see the e-voting Menu. You will see Company Name: “Shiva Cement Limited” on the next screen. - Click on the e-voting link available against Shiva Cement Limited or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication. - User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration - Proceed with completing the required fields. - Please follow steps given under Sr. No. 1 above, to cast your vote. - Alternatively, by directly accessing the e-Voting website of CDSL - Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin. - Provide your Demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. - After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	- You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. - Once logged-in, 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 options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID / Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free Number: 022-4886 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911

Step 2: Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (9827), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9827, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN (9827)" i.e., "Shiva Cement Limited-AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST"

but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- xi. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with the attested specimen signature of the duly authorized representative(s) to the Scrutinizer at e-mail ID csmeghanamhatre2@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format of "Shiva Cement Limited_9827."

(B) Members whose email IDs are not registered with the Company/Depository Participant(s)/Kfintech, and consequently on whom, the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:

- I. Member may send an e-mail request at the email id evoting@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of

share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.

- II. After receiving the e-voting instructions, please follow all steps narrated/mentioned above to cast your vote by electronic means.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call KFinTech toll free number 1800-309-4001 for all e-voting related matters. Member may send an e-mail request to evoting@kfintech.com for all e-voting related matters.

27. Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained at the link: <https://ris.kfintech.com/clientservices/investors/isrs.aspx>

ISR Form(s) and the supporting documents can be submitted through any one of the following modes.

- a) 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

- b) Hard copies which are self-attested, which can be shared on the address below;

KFin Technologies Limited,
Unit: Shiva Cement Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032

- c) For electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQs can be found on the link: <https://ris.kfintech.com/faqs.aspx>

For more information on updating the email and mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Step 3: Instructions for all the Shareholders for attending the AGM of the Company through VC/ OAVM and e-voting during the meeting.

- i) Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from the Company / KFinTech. After logging in, click on the Video Conference tab and select the EVEN (___) of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- ii) Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22 and allow access to camera and microphone. Members are requested to use the Internet with good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable WiFi or LAN connection to mitigate any kind of aforesaid glitches.
- iv) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number,

e-mail id, mobile number at cs@shivacement.com. Questions / queries received by the Company till Wednesday, 15th July, 2026 shall only be considered and responded during the AGM.

- v) Only those Members who attend the AGM through VC / OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting in the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. Members may click on the voting icon displayed on the video conferencing screen and will be activated once the voting is announced at the Meeting. The procedure for e-voting on the day of the AGM is the same as remote e-voting. Please refer to the instructions for remote e-voting mentioned above. However, Members who have voted through remote e-voting will be eligible to attend the AGM.
- vi) A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- vii) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- viii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.

28. Other Instructions:

- i. Speaker Registration: The Members who would like to express their views / ask questions during the

meeting may do so at <https://emeetings.kfintech.com> and login through the User ID and password provided in the communication received from KFinTech. On successful login, select 'Speaker Registration' which will remain open from Monday 13th July, 2026 (9:00 a.m. IST) to Wednesday, 15th July, 2026 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. For ease of conduct and due to limitation of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

- ii. Post your Question: The Members who wish to post their questions prior to the AGM can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will be opened from Monday 13th July, 2026 (9:00 a.m. IST) to Wednesday, 15th July, 2026 (5:00 p.m. IST).
- iii. Query / Grievance: In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions ("FAQs") and e-Voting user manual available at the download section of <https://evoting.kfintech.com> ("KFinTech Website") or contact Mr. Mohammed Shanoor, Deputy Manager of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakamguda, Hyderabad-500 032 or at inward.ris@kfintech.com and evoting@kfintech.com or call KFin's toll free no. 1800 309 4001 for any further clarifications.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**Item No. 3:**

On the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 4th May 2026, approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants for the conduct of the audit of the cost accounting records of the Company for the financial year ending on 31st March 2027, at a remuneration of ₹2,20,000 (Rupees Two lakhs twenty thousand only) per annum plus out-of-pocket expenses, subject to ratification of the remuneration by the Members pursuant to the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditor) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014.

M/s. Kishore Bhatia and Associates is a well-established partnership firm based in Mumbai, Maharashtra, with a firm registration number of 00294. With over three decades of expertise, they specialize in cost records and audits. Their services extend to costing, management audits, business advisory, and outsourcing. The firm has a significant presence across various industries, including pharmaceuticals, engineering, chemicals, steel, cement, and rubber etc.

M/s. Kishore Bhatia & Associates, Cost Accountants as required under Section 141 of the Act, consented to act as the Cost Auditor of the Company for the financial year 2026-27 and confirmed its eligibility to conduct the audit of the cost accounting records of the Company.

The proposed remuneration is commensurate with the expected volume of work as the Company has a single line of business.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of this Notice, for approval by the Members of the Company.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 3 of this Notice.

ANNEXURE A**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2, the details of the Directors proposed to be re-appointed at the ensuing General Meeting are given below:

Name Of Director & Designation	Mr. Shouvik Chakraborty , Non-Executive Director
Director Identification Number (DIN)	10406430
Age	50 years
Date of Birth	2/27/1976
Original Date of Appointment	December 21, 2023
Qualifications	Bachelor's degree in Civil Engineering from Bangalore University and has completed his Master's in Business Administration .
Brief Resume and Expertise in specific functional areas and Experience	Mr. Shouvik Chakraborty is a Non-Executive Director of our Company. Mr. Shouvik Chakraborty has over 26 years of experience in the field of sales, technical, services and marketing. He was previously associated with Star Cement Limited, Adhunik Cement Limited, Cement Manufacturing Company Limited, Ultratech Cement Limited and Ambuja Cement Limited. Mr Shouvik Chakraborty is also associated with JSW Cement Limited as Vice president- Sales & Marketing.
Directorship in other listed entities	Nil
Chairmanship/Membership of Committees in other listed entities	Nil
Listed entities from which resigned in past three years	Nil
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director, or Key Managerial Personnel. The Company does not have a Manager.
Remuneration:	He has been deputed by the JSW Cement Limited, Promoter Company and has been receiving remuneration from the said Company.
(i) Last drawn	
(ii) proposed to be paid	Note: As per terms of appointment, no remuneration is paid to Non-Executive Director.
Shareholding in the Company including shareholding as a beneficial owner	Nil
Number of Meetings of the Board attended during the year	5 out of 6 meetings held during the F.Y. 2025-26
Terms & Conditions of appointment/re-appointment	Mr Shouvik Chakraborty is a Non-Executive Director of the Company, liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Skills & Competency Matrix in the Corporate Governance Report