

September 04, 2025

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, Block -G,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051.

Bombay Stock Exchange Limited
Corporate Relationship Department,
P.J. Towers, Dalal Street,
Mumbai – 400001.

Scrip Symbol: SANSERA

Scrip Code: 543358

Dear Sir,

Subject: Date of 43rd Annual General Meeting, Intimation of Record date/ Book Closure Date pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the 43rd Annual General Meeting (AGM) of the Company will be held on **Friday, September 26, 2025 at 11.00 am (IST)** through VC/OAVM.

Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Registrar of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 20th September, 2025 to Friday, 26th September, 2025 (both days inclusive)** for taking record of the members of the Company for the purpose of dividend and AGM.

The Dividend of Rs.3.25 per equity share having face value of Rs.2.00 each, as recommended by the Board of Directors for the financial year 2024-25 at its meeting held on May 27, 2025, if approved at the 43rd Annual General Meeting, would be paid to those shareholders/ members:

- a) whose names appear as Beneficial Owners as at the end of the business hours on **Friday, September 19, 2025** (Record date) in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b) whose names appear as members in the Register of Members of the Company as at the end of the business hours on **Friday, September 19, 2025** after giving effect to valid request(s) received for transmission / transposition of shares.

SANSERA ENGINEERING LIMITED

Reg Off: Plant 7, No. 143/A, Jigani Link Road, Bangalore-560 105, India, Tel: +91 80-27839081/82/83. Fax: +91 80-27839309
E-mail id: info@sansera.in Website: www.sansera.in CIN: L34103KA1981PLC004542

The dividend will be paid on or before 30 days from the date of declaration by the shareholders, subject to deduction of tax at source as may be applicable.

A copy of notice of AGM is attached herewith.

We request you to take the above intimation on your record.

Thanking you,
For Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary and Compliance Officer

Encls: Notice of 43rd AGM

cc:

1. National Securities Depository Limited
2. Central Depository Services (India) Limited, and
3. MUFG Intime India Private Limited (RTA)

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NOTICE OF 43RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Third (43rd) Annual General Meeting of the members of Sansera Engineering Limited will be held on Friday, September 26, 2025, at 11.00 a.m. (IST) through video conferencing ('VC') facility/Other Audio-Visual Means ('OAVM') to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Auditors' and Board's Report thereon.
2. To declare dividend of ₹ 3.25 per equity share for the year ended March 31, 2025.
3. To appoint a director in place of Mr. Bindiganavile Raghunath Preetham (DIN: 03499506) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as the 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 re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No. 008072S ("Deloitte") be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company, on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

5. RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY AND ASSOCIATES, BENGALURU, COST AUDITORS 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 148 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 re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding ₹ 3,00,000.00 (Indian Rupees Three Lacs Only) plus applicable taxes, conveyance and reimbursement of out of pocket expenses incurred in connection with the cost audit payable to M/s. Rao, Murthy and Associates, Bengaluru having Firm Registration No. 000065) who have been appointed as cost auditors by the Board of Directors on the recommendation of the Audit Committee to conduct the audit of cost records of the Company for the financial year 2025-26.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

6. APPOINTMENT OF SECRETARIAL AUDITORS

*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 any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, M/s. BMP & Co. LLP (Firm Registration No. L2017KR003200), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, on

such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things

as may be necessary for the purpose of giving effect to the aforesaid resolution."

Registered Office:

Plant 7, No. 143/A,
Jigani Link Road,
Bommasandra Industrial Area
Bengaluru 560105

By Order of the Board

Sansera Engineering Limited

Sd/-

Rajesh Kumar Modi

Company Secretary

Membership No. F5176

Place: Bengaluru

Date: August 11, 2025

NOTES:

- 1) Ministry of Corporate Affairs ('MCA') vide its general circular no. 20/2020 dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and Circular No. 09/2023 September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, September 19, 2024 and October 3, 2024 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars issued from time to time, the 43rd AGM of the Company is being held through VC/OAVM on Friday, September 26, 2025 at 11.00 a.m. (IST).
- 2) The deemed venue for the 43rd AGM shall be the registered office of the Company, i.e., Plant 7, Plot No. 143/A, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560105, Karnataka, India.
- 3) As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Businesses as appearing in the accompanying notice, are considered to be unavoidable by the Board and hence form part of this notice.
- 4) A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- 5) Pursuant to the provisions of the Act, a member entitled to attend and vote at the 43rd AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
- 6) Institutional Investors and corporate members are encouraged to attend and vote at the 43rd AGM of the Company.
- 7) Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the 43rd AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at info@bnpandco.com with a copy marked to the RTA of the Company i.e., MUFG Intime India Private Limited at enotices@in.mpms.mufig.com. The facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open upto 30 minutes after the scheduled start time of the AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however shall not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key/senior managerial personnel and auditors.
- 8) Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: rnt.helpdesk@in.mpms.mufig.com
- 9) Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialised form and to the RTA of the Company in case, the shares are held by them in physical form.
- 10) The Board of Directors has recommended a dividend of ₹ 3.25 per equity share on equity Shares of the Company of face value ₹ 2/- each fully paid-up for the year ended March 31, 2025, for the approval of shareholders at the 43rd AGM.
- 11) Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive) for the purpose of payment of dividend.
- 12) Subject to the provisions of Section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on or before 30 days from the date of AGM.
- 13) With effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. registering the correct PAN, contact details including mobile no., bank account details and specimen signature with RTA/ Company (SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024). Members are requested to note that, to get prompt credit of dividend through National Electronic Clearing Service

(NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents at email Id: rnt.helpdesk@in.mpms.mufg.com.

- 14) Members may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making payment of the final dividend. In order to enable us to determine the appropriate TDS rate, as applicable, Members are requested to submit the documents in accordance with the provisions of the Act.
- 15) In view of above MCA Circulars, SEBI vide its circular dated October 07, 2023 also relaxed from the requirement of sending hard copy of annual report to shareholders who have not registered their email address. In compliance of the same the Company has sent notice of AGM only through electronic mode to those shareholders whose e-mail addresses are registered with Company or its RTA. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and all other relevant circulars issued from time to time, the Notice calling the AGM has been uploaded on the website of the Company i.e., www.sansera.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in/>.

Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Integrated Annual Report can be accessed on the Company's website.
- 16) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
- 17) Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 18) Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by

sending an email to the Company Secretary of the Company at rajesh.modi@sansera.in.

- 19) Members seeking any information/desirous of asking any questions at the meeting with regard to the accounts or any other matter to be placed at the meeting are requested to send email to the Company Secretary at rajesh.modi@sansera.in at least 10 days prior to the meeting. The same will be replied by the Company suitably in the meeting.
- 20) In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: <https://sansera.in/>.
- 21) In case of joint holders, 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 at the Meeting.
- 22) Share transfer documents and all correspondence relating thereto, should be addressed to the RTA of the Company at MUFG Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e., rnt.helpdesk@in.mpms.mufg.com.
- 23) To prevent any fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also be advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 24) SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.

- 25) Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority.
- 26) As mandated by SEBI, effective April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the members of the Company were requested to open a demat account and submit physical securities to their DPs.
- 27) As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the RTA of the Company for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.
- 28) Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to RTA. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to RTA. These forms will be made available by RTA on request.
- 29) Brief details of the directors, who are seeking appointment/ re-appointment, are annexed (Annexure 1) hereto as per the requirement of Regulation 36(3) of the Listing Regulations and the provisions of the Act.

30) INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:

i. Temporary Registration for Demat shareholders:

The members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their website <https://in.mpms.mufig.com/> at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufig.com

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

iii. Registration of email id for Shareholders holding physical shares:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with RTA, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their website <https://in.mpms.mufig.com/> at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufig.com

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for Physical Shareholders:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with RTA by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their website <https://in.mpms.mufig.com/> at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at rnt.helpdesk@in.mpms.mufig.com

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

31) INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

- I. The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 09:00 am (IST) on Tuesday, September 23, 2025.

End of e-voting: Up to 05:00 pm (IST) on Thursday, September 25, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled automatically upon expiry of the aforesaid period.

- II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA and SEBI Circulars, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means.

- III. The Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facility to the members.

- IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, September 19, 2025. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting.

- VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such member may obtain the User ID and password by sending a request at rnt.helpdesk@in.mpms.mufig.com

- VII. The Board of Directors of the Company has appointed CS Pramod SM (FCS No.: 7834, COP No.: 13784) or failing him CS Biswajit Ghosh (FC No.: 8750, COP No.: 8239); Partners of M/s. BMP & Co., LLP, a Practicing Company Secretaries firm, Bengaluru as scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

- VIII. The Scrutiniser, after scrutinising the votes, will, not later than on Monday, September 29, 2025; make a consolidated scrutiniser's report which shall be placed on the website of the Company, i.e., www.sansera.in. The results shall simultaneously be communicated to the Stock Exchanges i.e., BSE and NSE.

- IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

X. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

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

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter user id and password. Post successful authentication, click on "Access to e-voting".
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/ Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

Method 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Method 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

- e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode is given below:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- Visit URL: <https://instavote.linkintime.co.in>

SHAREHOLDERS WHO HAVE NOT REGISTERED FOR INSTAVOTE FACILITY:

- Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

A. USER ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company

shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

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

D. BANK ACCOUNT NUMBER:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Enter Image Verification (CAPTCHA) Code
- ▶ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- Click on "**Login**" under 'SHARE HOLDER' tab.
 - User ID: Enter your User ID
 - Password: Enter your Password
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit"
- Cast your vote electronically:
 - After successful login, you will be able to see the "Notification for e-voting".
 - Select 'View' icon.
 - E-voting page will appear.
 - Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "**Investor Mapping**" tab under the Menu Section
- Map the Investor with the following details:
 - 'Investor ID' –
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 'Investor PAN' - Enter your 10-digit PAN.
 - 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – VOTING THROUGH REMOTE E-VOTING.

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "**Votes Entry**" tab under the Menu section.
- Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- o Click on "Login" under 'SHARE HOLDER' tab.
- o Click "forgot password?"
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- o Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

USER ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- o Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- o Click "forgot password?"
- o Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- o Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"
- You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a. Shareholders who would like to speak during the meeting must register their request with the company.
- b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- b. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- c. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet
- d. Click on 'Submit'.
- e. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- f. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- g. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 6 GIVEN HEREUNDER AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 4:

Background

M/s. Deloitte Haskins & Sells ("Deloitte"), Chartered Accountants (Firm Registration Number 008072S), (hereinafter referred to as "Deloitte") were appointed as statutory auditors of the Company for a period of 5 years, to hold office from conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company to be held for the financial year 2024-2025.

Regulatory Framework

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. Accordingly, Deloitte is eligible for re-appointment for a further period of five years.

Performance Evaluation and Rationale for Re-appointment

Past Performance Assessment

During their first term, Deloitte has demonstrated:

- **Timely Completion:** Consistent delivery of audit reports within statutory timelines
- **Quality of Work:** Comprehensive audit procedures and detailed reporting with constructive management recommendations
- **Regulatory Compliance:** Maintained full compliance with all applicable auditing standards and regulatory requirements
- **Professional Excellence:** Demonstrated deep understanding of the Company's business operations, industry dynamics, and regulatory environment.

Strategic Benefits of Continuity

The re-appointment of Deloitte offers several advantages:

- **Business Understanding:** Accumulated knowledge of the Company's operations, systems, and processes reduces audit risk and enhances efficiency
- **Cost Effectiveness:** Elimination of learning curve associated with new auditors, resulting in optimal resource utilisation
- **Consistency:** Maintained audit approach and reporting standards ensuring comparability of financial statements

- **Independence:** Continued maintenance of professional independence and objectivity throughout the first term.

Audit Committee Evaluation

The Audit Committee, at its meeting held on May 27, 2025, conducted a comprehensive evaluation of Deloitte's performance considering:

- Quality and timeliness of audit deliverables
- Effectiveness of audit procedures and risk assessment
- Professional competence and industry expertise
- Communication and coordination with management and the Audit Committee
- Compliance with independence requirements
- Value-added services and management recommendations

Board Recommendation

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on May 27, 2025, approved the re-appointment of Deloitte as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held for the financial year 2029-2030 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company, subject to approval of the shareholders and compliance under the applicable provisions of the Companies Act, 2013, SEBI Regulations including amendment from time to time. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

During the financial year 2024-25, the Company has paid ₹ 7.00 mn as audit fees and ₹ 1.10 mn for other certification services.

Independence and Eligibility Confirmation

Deloitte has confirmed that:

- They satisfy all conditions specified under Section 141 of the Companies Act, 2013 for holding office as statutory auditors
- They are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India
- They meet all eligibility criteria prescribed under the Companies Act, 2013 and rules made thereunder
- No partner or employee of the firm holds any securities of the Company

- They have not provided any prohibited non-audit services to the Company

Proposed Resolution

Considering the evaluation of past performance, experience and expertise of Deloitte, and based on the recommendation of the Audit Committee, it is proposed to re-appoint Deloitte as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 48th Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommend the ordinary resolution as set out at item no. 4 of the Notice for the approval of the Members.

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

Brief Profile of Deloitte Haskins & Sells

Deloitte Haskins & Sells was constituted in 1998 and is registered with the Institute of Chartered Accountants of India (ICAI) with Registration No. 008072S and is a part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI.

Professional Credentials:

- One of the leading audit and assurance firms in India with extensive experience across diverse industry sectors
- Strong team of qualified Chartered Accountants and professionals with deep domain expertise
- Comprehensive understanding of Indian regulatory framework and international accounting standards
- Established track record of serving listed companies and maintaining highest standards of professional excellence

ITEM NO. 5:

Pursuant to Section 148 of the Companies Act ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have its cost records audited by the Cost Accountant. Based on the recommendation of the Audit Committee, the Board at its meeting held on May 27, 2025, approved the appointment of M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year 2025-26 at a remuneration not exceeding 3,00,000/- (Rupees Three Lacs Only) plus applicable taxes, out-of-pocket and other expenses. This remuneration has been determined by the Board based on the industry standards, time and

effort required for the audit process, and the scope of the cost audit. The Board considers this remuneration to be fair and reasonable, commensurate with the size and nature of operations of the Company.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the members as set out at Item No. 5 of the Notice to comply with the statutory provisions and to ensure transparent corporate governance practices. This will enable the Company to carry out the mandatory cost audit and fulfil its legal obligations.

M/s. Rao, Murthy and Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have a vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Brief profile of Rao, Murthy and Associates

M/s. Rao, Murthy & Associates, a firm of Cost Accountants based in Bengaluru, was established in 1994 and is registered with the Institute of Cost Accountants of India under Firm Registration No. 000065.

The firm is led by experienced partners Mr. N. Ramaskanda (Membership No. 9750) and Mr. K.R. Murali Krishna (Membership No. 21622), who bring significant expertise in cost and management accounting. With a proven track record spanning over three decades, the firm is recognised for its precision, professionalism, and commitment to delivering cost-effective solutions that align with client objectives.

The firm specialises in a wide range of cost and management accounting services designed to help organisations control costs, optimise resources, and improve operational efficiency.

M/s. Rao, Murthy & Associates has successfully carried out numerous statutory assignments, including cost audits, maintenance of cost records, and cost certifications as per regulatory requirements. These services ensure clients meet compliance standards while gaining meaningful insights into their cost structures.

In addition to statutory services, the firm offers a broad spectrum of non-statutory and consultancy services.

These include analysing and determining product profiles and profitability to support strategic decision-making, and providing customised solutions tailored to the specific needs of manufacturing and service sectors such as IT, education, and BPO.

The firm also assists in the development of comprehensive corporate business plans, the design of vertical and horizontal operational structures, and the implementation of effective costing systems. Moreover, it develops management information systems (MIS) for decision support within ERP environments and advises on transfer pricing strategies to ensure both regulatory compliance and optimal tax efficiency.

ITEM NO. 6:

Legal Background

Pursuant to Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

Board's Decision and Recommendation

In compliance with the aforesaid provisions and after evaluating various factors including industry experience, competence of the audit team, efficiency in conduct of audit, independence, professional expertise, and cost-effectiveness, the Board of Directors of the Company, in its meeting held on May 27, 2025, approved the appointment of M/s. BMP & Co. LLP ("BMP"), (Firm Registration No. L2017KR003200 and Peer Review Certificate No. 6387/2025), Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till Financial Year 2029-30, subject to the approval of the shareholders of the Company at the 43rd Annual General Meeting and applicable provisions of the Companies Act, 2013, SEBI Listing Regulations including amendments from time to time and on such terms and remuneration as may be mutually agreed upon between the said Secretarial Auditors and Board of Directors of the Company.

During the financial year 2024-25, the company has paid ₹ 3.00 Lacs as secretarial audit fees to BMP.

About the Proposed Secretarial Auditors

BMP is a well-established firm of Practicing Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm specialises in Company

Secretarial services and has undergone the mandatory peer review process as required under the regulations.

BMP delivers comprehensive consulting and advisory services in corporate law, with expertise encompassing:

- Corporate Secretarial Services
- Secretarial Audit and Due Diligence
- SEBI compliances and regulatory matters
- Initial Public Offerings (IPOs)
- Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA
- Mergers & Amalgamations
- Business Setup and structuring
- Fund Raise compliance

The firm provides services across diverse sectors, including listed corporates, multinational companies, start-ups, venture capital firms, and law firms.

Consent and Compliance Confirmation

M/s. BMP & Co. LLP have provided their written consent to act as Secretarial Auditors and have confirmed that:

1. Their appointment will be in accordance with Section 204 of the Companies Act, 2013
2. They comply with the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circulars issued thereat
3. They possess the necessary peer review certification
4. There are no disqualifications under applicable laws that would prevent their appointment

Recommendation

In view of the above, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 6 of the Notice for the appointment of M/s. BMP & Co. LLP as Secretarial Auditors of the Company for a period of 5 years commencing from Financial Year 2025-26 till Financial Year 2029-30.

None of the Directors, Key Managerial Personnel (KMPs) of the Company, or their respective relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice. The Board of Directors recommends the Resolution set forth in Item No. 6 for the approval of the Members of the Company by way of an Ordinary Resolution.

Registered Office:

Plant 7, No. 143/A,
Jigani Link Road,
Bommasandra Industrial Area
Bengaluru 560105

By Order of the Board

Sansera Engineering Limited

Sd/-

Rajesh Kumar Modi

Company Secretary

Membership No. F5176

Place: Bengaluru

Date: August 11, 2025

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 43RD AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Bindiganavile Raghunath Preetham
DIN	03499506
Date of Birth and Age	October 12, 1970, 55 years
Date of First Appointment on the Board	September 08, 2023
Qualifications	B.E. (Mechanical Engineering) from Bangalore University, Bangalore.
Relationship between Directors inter-se	Nil
Experience & Expertise in specific functional areas/ brief resume	<p>Mr. B R Preetham is the Executive Director & Group CEO of Sansera Engineering Limited (Sansera). He has been the CEO of the group and leading it since 2013.</p> <p>Under his leadership, Sansera has grown from a revenue of ₹ 551 Cr. in 2013 to around ₹ 3,037 Cr. in the fiscal year 2024-25 and the company has consistently performed above its peers in the automotive industry.</p> <p>He is responsible for a long-term strategy, growth, diversification and overseeing the day-to-day operations of the company. He has a well-qualified and experienced team handling various functions. Most of his team have been nurtured and groomed in the Company. He is an Engineering graduate from Bangalore University and joined Sansera in 1992.</p> <p>He started his career in manufacturing and over the years, he progressively handled larger and more complex responsibilities in Quality, Manufacturing, Marketing, New Product Development and Engineering before being appointed as the CEO in 2013. He was also instrumental in getting the company listed through a very successful IPO in September 2021 and successfully closed fund raising through QIP in October 2025. He is responsible for setting up 10 green field facilities for Sansera group which includes one green field facility in Sweden. Apart from his leadership and entrepreneurship skills, he is a fitness enthusiast and an active sportsman. He is a regular golfer. He contributes significantly to the community through the Sansera Foundation which does noteworthy work in Education and Health Care, primarily in the communities where the Company's manufacturing facilities are located.</p>
Directorships held in other Public Companies (excluding Foreign Companies)	Nil
Names of listed entities from which the director has resigned in the past three years	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	2,41,802 as on March 31, 2025.
No. of Board Meetings attended during 2024-25	Eight (8)
Terms and conditions of appointment / reappointment	As per the resolution approved by the shareholders at the 41 st Annual General Meeting of the Company held on September 08, 2023.
Remuneration last drawn in financial year 2024-25	₹ 34.48 mn
Details of Remuneration sought to be paid	As per the resolution approved by the shareholders at the 41 st Annual General Meeting of the Company held on September 08, 2023.