

23-09-2025

To

All the shareholders of Sansera Engineering Limited
Bangalore

Subject: Clarification on resolution no. 4 and 6 of notice of 43rd AGM of the Company

This is with reference to report received from Stakeholders Empowerment Services (SES) on the resolutions proposed for the approval of the shareholders at the 43rd AGM of the Company scheduled on 26th September 2025 at 11.00 am (IST) through VC/OAVM.

In this regard, we would like to state and clarify as follows:

1) Resolution #4 - To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants as the Statutory Auditors of the Company:

The company has consistently disclosed audit fees paid to its Statutory Auditors in FY2025 and has maintained this practice of detailed annual disclosure through financial notes and schedules in previous years. Moving forward to FY2026, the company has decided to pay audit fee not exceeding Rs.7.50 million in FY 2025-26 excluding certification fees. This approach ensures continuity while maintaining proper governance oversight. Any proposed increase in audit fees during the term of the auditor's appointment will undergo comprehensive review by the Audit Committee, which includes multiple factors including prevailing market conditions, inflation adjustments, changes in the scope of audit work, and other relevant circumstances that may warrant fee modifications. This structured approach to fee determination and approval demonstrates the company's commitment to maintaining transparency in auditor remuneration while ensuring that any fee adjustments are justified and properly vetted through established governance mechanisms.

2) Resolution # 6 - Appointment of M/s. BMP and Co. LLP as Secretarial Auditors of the Company and to approve their remuneration:

The Company has approved the same fees for FY2026 as disclosed for FY2025 i.e., Rs.3,00,000/-. However, the maximum amount payable to Secretarial Auditors towards Secretarial Audit fee shall not exceed Rs. 4,00,000/- in any year during the term of the appointment.

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

Thanking you,

For Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary and Compliance Officer

SANSERA ENGINEERING LIMITED

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