NOTICE OF 44TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Fourth (44th) Annual General Meeting of the members of Sansera Engineering Limited will be held on Thursday, September 24, 2026, 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, 2026, together with the Auditors' and Board's Report thereon.
2. To declare dividend of ₹ 4.00 per equity share for the year ended March 31, 2026.
3. To appoint a director in place of Mr. Fatheraj Singhvi (DIN: 00233146) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **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, 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, 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 INR 3,00,000.00 (Indian Rupees Three Lacs Only) plus applicable taxes, conveyance and reimbursement of out of pocket expenses to be 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 2026-27.

   RESOLVED FURTHER 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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

5. **APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. SUBRAMONIA SEKHAR VASAN (DIN: 00361245), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

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

   "RESOLVED THAT in partial modification of the resolution passed earlier by the Members of the Company in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to revise the terms of remuneration of Mr. Subramonia Sekhar Vasan (Mr. S Sekhar Vasan) (DIN: 00361245), Chairman & Managing Director of the Company, as provided below and to the extent and in such manner as stated in the explanatory statement annexed to the Notice convening this meeting, with effect from April 1, 2026, for the remainder of his current term i.e. up to July 7, 2030, with further liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of his appointment and/or remuneration, in such manner as may be agreed by and between the Company and Mr. S Sekhar Vasan:

Sl. No.	Name	Salary in INR p.a. (Cr.)	Commission not exceeding INR (Cr.)
1	Mr. S Sekhar Vasan	4.00 – 8.00	4.00

   RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members be and is hereby also accorded for the payment of remuneration to Mr. S Sekhar Vasan as stated in the explanatory statement annexed to the Notice convening this meeting during his current tenure up to July 7, 2030, notwithstanding that the aggregate remuneration payable in any year to all the Executive Directors, who are Promoters or members of Promoter Group of the Company, exceeds 5% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

RESOLVED FURTHER 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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT all other terms and conditions including perquisites and benefits etc. shall remain same to the extent approved by the members of the Company."

6. **APPROVAL FOR RE-DESIGNATION OF MR. FATHERAJ SINGHVI, (DIN: 00233146) FROM JOINT MANAGING DIRECTOR TO EXECUTIVE VICE CHAIRMAN OF THE COMPANY**

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 Sections 2(51), 196, 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force], Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors and in terms of the resolutions passed by the shareholders on March 28, 2024 with respect to re-appointment and continuation of Mr. Fatheraj Singhvi (Mr. F R Singhvi) (DIN: 00233146) as Joint Managing Director of the Company, the consent of the members be and is hereby accorded for change in designation of Mr. F R Singhvi from Joint Managing Director to Vice Chairman and Whole Time Director designated as Executive Vice Chairman of the Company with effect from August 24, 2026 till the remaining period of his tenure of five years i.e. August 5, 2029, commenced originally from August 6, 2024, and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT except for the change in designation mentioned above and revision in remuneration, subject to approval of shareholders at this AGM, all other terms and conditions of his re-appointment as approved by the shareholders on March 28, 2024 shall remain valid and in full force and effect.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

7. **APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. FATHERAJ SINGHVI, (DIN: 00233146), EXECUTIVE VICE CHAIRMAN OF THE COMPANY**

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

"RESOLVED THAT in partial modification of the resolution passed earlier by the Members of the Company in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to revise the terms of remuneration of Mr. Fatheraj Singhvi, (Mr. F R Singhvi) (DIN: 00233146), Executive Vice Chairman of the Company, as provided below and to the extent and in such manner as stated in the explanatory statement annexed to the Notice convening this meeting, with effect from April 1, 2026, for the remainder of his current term i.e. up to August 5, 2029, with further liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of his appointment and/or remuneration, in such manner as may be agreed by and between the Company and Mr. F R Singhvi:

Sl. No.	Name	Salary in INR p.a. (Cr.)	Commission not exceeding INR (Cr.)
1	Mr. F R Singhvi	4.00 – 8.00	4.00

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members be and is hereby also accorded for the payment of remuneration to Mr. F R Singhvi as stated in the explanatory statement annexed to the Notice convening this meeting during his current tenure up to August 5, 2029, notwithstanding that the aggregate remuneration payable in any year to all the Executive Directors, who are Promoters or members of Promoter Group of the Company, exceeds 5% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT except for the change in designation and revision in remuneration mentioned above, all other terms and conditions of his re-appointment as approved by the shareholders on March 28, 2024 , shall remain valid and in full force and effect."

8. APPROVAL FOR RE-DESIGNATION OF MR. BINDIGANAVILE RAGHUNATH PREETHAM (DIN: 03499506) FROM EXECUTIVE DIRECTOR & GROUP CEO TO JOINT MANAGING DIRECTOR & GROUP CEO OF THE COMPANY

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 Sections 2(51), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force], Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and Board of Directors and in terms of the ordinary resolution passed by the shareholders on September 8, 2023 with respect to appointment of Mr. Bindiganavile Raghunath Preetham (Mr. B R Preetham) (DIN: 03499506) as Executive Director designated as Executive Director & Group Chief Executive Officer of the Company, the consent of the members be and is hereby accorded for change in designation of Mr. B R Preetham from Executive Director & Group Chief Executive Officer of the Company to Managing Director designated as Joint Managing Director & Group Chief Executive Officer of the Company with effect from August 24, 2026 till the remaining period of his tenure of five years i.e. September 7, 2028, commenced originally from September 8, 2023, and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT except for the change in designation mentioned above and revision in remuneration, subject to approval of shareholders at this AGM, all other terms and conditions of his appointment as approved by the shareholders September 8, 2023 shall remain valid and in full force and effect.

RESOLVED FURTHER THAT Board of Directors or Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

9. APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. BINDIGANAVILE RAGHUNATH PREETHAM (DIN: 03499506), JOINT MANAGING DIRECTOR & GROUP CEO OF THE COMPANY

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

"RESOLVED THAT in partial modification of the resolution passed earlier on September 08, 2023 by the Members of the Company in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and

Remuneration Committee, and the Board of Directors, approval of the Members be and is hereby accorded to revise the terms of remuneration of Mr. Bindiganavile Raghunath Preetham (Mr. B R Preetham) (DIN: 03499506), designated as Joint Managing Director and Group Chief Executive Officer of the Company, as provided below and to the extent and in such manner as stated in the explanatory statement annexed to the Notice convening this meeting, with effect from April 1, 2026, for the remainder of his current term i.e. up to September 7, 2028, with further liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of his appointment and/or remuneration, in such manner as may be agreed by and between the Company and Mr. B R Preetham:

Sl. No.	Name	Salary in INR p.a. (Cr.)	Commission not exceeding INR (Cr.)
1	Mr. B R Preetham	4.00 – 8.00	4.00

RESOLVED FURTHER 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 are hereby authorized to give annual increments to Mr. B R Preetham, subject to maximum limits allowed under the Companies Act, 2013, the SEBI Listing Regulations, and such other applicable provisions including amendments, if any.

RESOLVED FURTHER 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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT except for the change in designation and revision in remuneration mentioned above, all other terms and conditions of his appointment as approved by the shareholders September 8, 2023 shall remain valid and in full force and effect."

10. APPROVAL FOR APPOINTMENT OF MR. HARI KRISHNAN (DIN: 01566551) AS THE EXECUTIVE DIRECTOR OF THE COMPANY, DESIGNATED AS AN EXECUTIVE DIRECTOR & CEO-AEROSPACE, DEFENCE & SEMICONDUCTOR (ADS) DIVISION

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 the Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactments thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company, Mr. Hari Krishnan (DIN: 01566551), who was appointed as an Additional Director designated as Executive Director & CEO-Aerospace, Defence & Semiconductor (ADS) Division by the Board of Directors with effect from August 12, 2026, on recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company and in respect of whom notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director designated as Executive Director & CEO-Aerospace, Defence & Semiconductor (ADS) Division of the Company, for a term of five (5) years commencing from August 12, 2026 up to August 11, 2031 (both days inclusive), and whose office shall be liable to retire by rotation and on such terms and conditions as stated herein and more elaborated in the explanatory statement and mutually agreed between the Company and Mr. Hari Krishnan.

RESOLVED FURTHER THAT approval of members of the Company be and is hereby granted to 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) to give annual increments to Mr. Hari Krishnan during the term of his appointment subject to maximum limits allowed under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions including amendments, if any.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of appointment of Mr. Hari Krishnan, the Company has no profits or its profits are inadequate, the Company shall pay to him remuneration by way of salary, benefits, and perquisites as applicable under the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions including amendments, if any.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) be and is hereby authorized to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution."

11. APPROVAL FOR RE-APPOINTMENT OF MR. SAMIR PURUSHOTTAM INAMDAR (DIN: 00481968) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with Regulations 16(1)(b), 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Samir Purushottam Inamdar (DIN 00481968), Independent Director of the Company, having Registration No. IDDB-DI-202201-040536 in the Independent Directors' Data Bank, who was appointed as an Independent director for a term of 5 (five) consecutive years from May 23, 2027, being eligible and fulfilling the criteria of independence as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a second term of 5 (five) consecutive years, commencing from May 23, 2027 and valid till May 22, 2032.

RESOLVED FURTHER THAT pursuant to Section 197, 198 read with Schedule V of the Act and other applicable provisions, Mr. Samir Purushottam Inamdar (DIN 00481968), shall be entitled to receive fixed commission not exceeding ₹ 30.00 Lacs (Rupees Thirty Lacs only) per annum, plus sitting fees for attending the Board and Committee meetings and reimbursement of actual expenses incurred in connection with attending such meetings during his tenure as Independent Director of the Company as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Registered Office:	**By Order of the Board**
Plant 7, No. 143/A,	Sansera Engineering Limited
Jigani Link Road,	
Bommasandra Industrial Area	
Bengaluru 560105.	Sd/-
	Rajesh Kumar Modi
Place: Bengaluru	Company Secretary
Date: August 24, 2026	Membership No. F5176

NOTES:

1) The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated April 8, 2020, April 13, 2020 and subsequent circulars issued in this regard, the latest being September 22, 2025 (collectively referred to as "MCA Circulars") and applicable SEBI circulars (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 44th AGM of the Company is being held through VC/ OAVM on Thursday, September 24, 2026 at 11.00 a.m. (IST).

2) The deemed venue for the 44th 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 44th 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 44th 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/Authorizations etc., authorizing its representative to attend the 44th AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at info@bmpandco.com with a copy marked to the RTA of the Company i.e., MUFG Intime India Private Limited at enotices@in.mpms.mufg.com. The facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open up to 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.mufg.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 dematerialized 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 ₹ 4.00 per equity share on equity Shares of the Company of face value ₹ 2/- each fully paid-up for the year ended March 31, 2026, for the approval of shareholders at the 44th 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 Friday, September 18, 2026 to Thursday, September 24, 2026 (both days inclusive) for the purpose of AGM and 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 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) The Members may note that the Income Tax Act, 2025, mandates that dividends paid or distributed by a Company 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 the Company to determine the appropriate TDS rate, as applicable, Members are requested to submit the documents in accordance with the provisions of the Act.

Members are requested to register / update their complete bank account details with their Depository Participant(s), by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

Tax Deductible at Source (TDS) / Withholding tax

Dividend income is taxable in the hands of Members the Act and the Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 ('IT Act').

Members are requested to update their Residential Status, PAN details and Category with the DP.

Resident Individual may send the documents to investor.helpdesk@in.mpms.mufg.com or upload them on https://in.mpms.mufg.com/home.html.

Non Resident Shareholders & Institutional Shareholders are requested to send their documents at investor.helpdesk@in.mpms.mufg.com or https://in.mpms.mufg.com/home.html to enable the Company to determine the appropriate TDS/withholding tax rate and provide exemption, if applicable, on or before September 17, 2026.

For Resident Members, tax shall be deducted at source under Section 393 of the Income Tax Act, 2025 at 10% on the amount of Dividend declared and paid by the Company during 2026-27, subject to submission of PAN by the Member. If PAN is not submitted, TDS would be deducted @ 20% as per Section 397 of the IT Act.

However, no tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the 2026-27 by the Company to the resident individual member does not exceed ₹ 10,000.

In cases where the Member submits Form 121 (applicable to resident individuals only), provided that the eligibility conditions are being met, no tax at source shall be deducted, subject to the PAN of the Member not having an 'In-operative' status as per provisions of Section 262 read with Section 397 of the Income Tax Act, 2025. Apart from the above, since the TDS / Withholding rates are different for resident and non-resident Members, if there is a change in the residential status, as per the provisions of the Act, Members are requested to get their residential status updated in their demat account or the physical folio, as applicable, before the Record Date.

Further, the shareholders to note that the TDS/ Withholding rates prevailing as on the date of declaration of dividend shall be applicable for the determination of the appropriate tax deduction at source.

Please click here: https://in.mpms.mufg.com/home.html or refer to the e-mail sent to Members in this regard.

15) In view of above MCA Circulars, SEBI vide its circular dated 7th October 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 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 in the securities market. Members holding shares in dematerialized 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 dematerialized 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) **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 Monday, September 21, 2026.

End of e-voting: Upto 05:00 pm (IST) on Wednesday, September 23, 2026.

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., Thursday, September 17, 2026. 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.mufg.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 scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer, after scrutinizing the votes, will, not later than on Monday, September 28, 2026; make a consolidated scrutinizer'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:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) 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.

e) 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 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) 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.

Shareholders not registered for IDeAS facility:

a) 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

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/ OTP and a Verification Code as shown on the screen & click on "Login".

d) 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.

e) 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 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, 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.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

A. User ID: Enter User ID

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. 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.

- o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
- o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at registered email address.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization 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

E. 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

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

d) Event No. can be viewed on the home page of InstaVote under "On-going Events".

e) Enter "16-digit Demat Account No.".

f) 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'.

g) 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.

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

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) 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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at registered email address.

HELPDESK:

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.mufg.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 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Individual 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

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

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

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

General Instructions - Shareholders

- 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:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

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

a) Visit URL: https://instameet.in.mpms.mufg.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 Email Id with the DP shall enter the Email Id.

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 at company's registered email address.

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 during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) 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.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) 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'.

f) 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 11 GIVEN HEREUNDER AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 4:

RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY AND ASSOCIATES, BENGALURU, COST AUDITORS OF THE COMPANY.

Pursuant to Section 148 of 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 20, 2026, 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 2026-27 at a remuneration not exceeding INR 3,00,000/- (Indian Rupees Three Lakh 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 including 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. 4 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. 4 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 recognized for its precision, professionalism, and commitment to delivering cost-effective solutions that align with client objectives.

The firm specializes in a wide range of cost and management accounting services designed to help organizations control costs, optimize 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 customized 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. 5 AND 7:

ITEM NO. 5: APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. SUBRAMONIA SEKHAR VASAN (DIN: 00361245), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

ITEM NO. 7: APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. FATHERAJ SINGHVI, (DIN: 00233146), EXECUTIVE VICE CHAIRMAN OF THE COMPANY

The Members had, vide resolutions passed on March 30, 2025, approved the re-appointment (including remuneration) of Mr. Subramonia Sekhar Vasan (Mr. S Sekhar Vasan) (DIN: 00361245), Chairman & Managing Director of the Company, with effect from July 8, 2025 till July 7, 2030 for a period of 5 (five) years and, vide resolutions passed on March 28, 2024, approved the re-appointment (including remuneration) of Mr. Fatheraj Singhvi (Mr. F R Singhvi) (DIN: 00233146), Joint Managing Director of the Company, with effect from August 6, 2024 till August 5, 2029 for a period of 5 (five) years. The shareholders of the Company vide resolution passed on March 28, 2024, also approved continuation of Mr. F R Singhvi as Managing Director to be designated as Joint Managing Director of the Company post attaining the age of seventy years. Further, the re-appointment of Mr. S Sekhar Vasan on attaining the age of 70 years was approved by the shareholders on September 8, 2023.

Based on the recommendation of the Nomination and Remuneration Committee, and in view of the expertise, knowledge, and experience of Mr. S Sekhar Vasan, Chairman & Managing Director, and Mr. F R Singhvi, Joint Managing Director, the Board of Directors, at its meeting held on May 20, 2026, approved the revision in remuneration payable to Mr. S Sekhar Vasan and Mr. F R Singhvi with effect from April 1, 2026, for the remainder of their respective current tenures, subject to the approval of the Members at this Annual General Meeting. Mr. F R Singhvi continued to serve as Joint Managing Director up to August 23, 2026, and his designation is proposed to be changed to Executive Vice Chairman with effect from August 24, 2026, subject to the approval of the Members, for the remainder of his tenure. The remuneration so revised and approved by the Board shall continue to be payable to Mr. F R Singhvi in his capacity as Executive Vice Chairman, without any change, for the remainder of his tenure. In the event the resolution is not approved by the Members at this Annual General Meeting, the remuneration paid to Mr. S Sekhar Vasan and Mr. F R Singhvi in excess of the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or SEBI Listing Regulations, if any, shall be refunded by them to the Company, or held by them in trust for the Company, in accordance with the provisions of the said Schedule V, until such approval is obtained or the remuneration is otherwise regularised in accordance with law.

In view of the expertise, knowledge and experience of Mr. S Sekhar Vasan and Mr. F R Singhvi and based on the recommendation of the NRC and subject to the approval of the Members at the AGM, the Board, at its meeting held on May 20, 2026, approved the revision in remuneration payable to Mr. S. Sekhar Vasan and Mr. F R Singhvi with effect from April 1, 2026, during the remainder of their respective current tenures. Mr. F R Singhvi continued to serve as Joint Managing Director until August 23, 2026, and designation is proposed to be changed to Executive Vice Chairman, subject to the approval of the shareholders, with effect from August 24, 2026 for the remainder of his tenure.

Nature of Duties:

Mr. S Sekhar Vasan and Mr. F R Singhvi shall devote their whole time and attention to the business of the Company and carry out such duties as may be entrusted to them by the Board, and exercise such powers as may be assigned to them, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its associated companies and/or subsidiaries/joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies/subsidiaries/ joint ventures or any other executive body or a committee of such a company.

Remuneration to be effective from 1 April 2026:

Mr. S Sekhar Vasan

(a) Salary: In the range of ₹ 4.00 Cr (Rupees Four Crores Only) to ₹ 8.00 Cr (Rupees Eight Crores Only) per annum.

(b) Commission: Not exceeding ₹ 4.00 Cr (Rupees Four Crores Only).

Mr. F R Singhvi

(a) Salary: In the range of ₹ 4.00 Cr (Rupees Four Crores Only) to ₹ 8.00 Cr (Rupees Eight Crores Only) per annum.

(b) Commission: Not exceeding ₹ 4.00 Cr (Rupees Four Crores Only).

Annual Increments: The salary and commission as stated above will be increased every year within the range prescribed above during their remaining term as may be decided by the Board on the recommendation of Nomination & Remuneration Committee (NRC) which will be based on merits and considering the Company's growth and individual performance, market conditions and such other factors, the NRC / or the Board may decide without seeking approval every year from the shareholders of the Company.

For transparency and good governance, the following are the remuneration (excluding perquisites, benefits as per Company's policy) approved by the Board on recommendation of NRC for the financial year 2026-27 effective from April 01, 2026, subject to approval of the shareholders:

S. Nos	Name of Executive Director	*Proposed Annual Commission for FY 27 (₹)	Salary for FY27 (₹)	Total (₹)
1	Mr. S Sekhar Vasan	2,00,00,000	4,50,00,000	6,50,00,000
2	Mr. F R Singhvi	2,00,00,000	4,50,00,000	6,50,00,000

* Commission will be approved by the Board on recommendation of NRC subject to proper evaluation of individuals and company's performance, market conditions and such other factors that may be decided by the NRC/ or Board and that too after the approval of Annual Audited Accounts of the Company.

Accordingly, the Members are requested to approve the revised remuneration payable to Mr. S Sekhar Vasan and Mr. F R Singhvi, as set out below, with effect from April 1, 2026, notwithstanding that the aggregate remuneration payable to all Executive Directors who are Promoters or members of the Promoter Group of the Company may, in any financial year, exceed 5% of the net profits of the Company computed in accordance with Section 198 of the Act.

Except for the above, the other terms and conditions of re-appointment of Mr. S. Sekhar Vasan, shall remain the same as approved by the Members on March 30, 2025. Similarly, except for the above and change in his designation, the other terms and conditions of re-appointment of Mr. F R Singhvi, shall remain the same as approved by the Members on March 28, 2024.

Both Mr. S Sekhar Vasan and Mr. F R Singhvi shall continue to be liable to retire by rotation pursuant to the provisions of the Act. The remuneration, including perquisites and commission payable, in a particular financial year, shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 and Schedule V of the Act or any amendments or modifications that may be made thereto from time to time.

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. S Sekhar Vasan and Mr. F R Singhvi shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as minimum remuneration payable to them, subject to further approvals, if any, as may be required.

Further, in accordance with Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 197 of Companies Act, 2013 including amendments if any, revision in remuneration payable to promoter Executive Directors of the Company requires approval of members of the Company by way of special resolution.

Except Mr. S Sekhar Vasan and Mr. F R Singhvi, and their relatives, to the extent of their shareholding in the Company, if any, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 7 of the Notice. The Board recommends the resolutions set forth at Item Nos. 5 and 7 of the Notice for consideration and approval of the Members as special resolutions.

The requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in Annexure-1 to the Notice.

ITEM NO. 6:

APPROVAL FOR RE-DESIGNATION OF MR. FATHERAJ SINGHVI, (DIN: 00233146) FROM JOINT MANAGING DIRECTOR TO EXECUTIVE VICE CHAIRMAN OF THE COMPANY

The Members had, vide resolution passed on March 28, 2024, approved the re-appointment of Mr. Fatheraj Singhvi, (Mr. F R Singhvi) (DIN: 00233146) as Managing Director designated as Joint Managing Director of the Company with effect from August 06, 2024 till August 05, 2029 for a period of 5 (five) years. The shareholders of the Company vide resolution passed on March 28, 2024, also approved continuation of Mr. F R Singhvi as Managing Director to be designated as Joint Managing Director of the Company post attaining the age of seventy years.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the re-designation of Mr. F R Singhvi, from Joint Managing Director to Executive Vice Chairman, with effect from August 24, 2026, till the remaining period of his tenure viz. August 5, 2029, subject to approval of shareholders by way of an ordinary resolution. Except for the above change in his designation and revision in remuneration as stated in item no. 7, all the other terms and conditions of re-appointment of Mr. F R Singhvi, shall remain the same as approved by the Members on March 28, 2024. The re-designation formalises a role that, in substance, Mr. F R Singhvi has already been discharging, and recognises his long-standing tenure and mentoring role in the Company's governance and key stakeholder relationships. It facilitates an orderly transition of day-to-day executive and operational responsibility to the Joint Managing Director & Group CEO, while enabling Mr. Singhvi to continue providing strategic guidance at the Board level on strategic matters and key stakeholder engagement. The Board believes that this re-designation preserves continuity of the Company's relationships with lenders, joint venture partners, and long-standing institutional shareholders during the leadership transition, and reflects sound succession planning consistent with good governance practice.

The approval of the Members is sought for change in Mr. F R Singhvi's designation from Joint Managing Director of the Company to Vice Chairman and Whole-Time Director designated as Executive Vice Chairman of the Company with effect from August 24, 2026 till the remaining period of his tenure viz. August 5, 2029 as approved by the shareholders of the Company on March 28, 2024.

Except Mr. F R Singhvi, and their relatives, to the extent of their shareholding in the Company, if any, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 of the Notice. The Board recommends the resolution set forth in Item No. 6 of the Notice for consideration and approval of the Members as ordinary resolution.

The requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure-1 to the Notice.

ITEM NO. 8 AND 9

ITEM NO. 8: APPROVAL FOR RE-DESIGNATION OF MR. BINDIGANAVILE RAGHUNATH PREETHAM (DIN: 03499506) FROM EXECUTIVE DIRECTOR & GROUP CEO TO JOINT MANAGING DIRECTOR & GROUP CEO OF THE COMPANY

ITEM NO. 9: APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. BINDIGANAVILE RAGHUNATH PREETHAM, (DIN: 03499506) JOINT MANAGING DIRECTOR & GROUP CEO OF THE COMPANY

The Members had, vide resolution passed on 08 September 2023, approved the appointment (including remuneration) of Mr. Bindiganavile Raghunath Preetham, (Mr. B R Preetham) (DIN: 03499506) as Executive Director designated as Executive Director & Group Chief Executive Officer of the Company with effect from September 8, 2023 till September 7, 2028 for a period of 5 (five) years. Mr. B R Preetham is not part of Promoter or Promoter Group.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, approved the re-designation of Mr. B R Preetham, from Executive Director & Group CEO to Joint Managing Director & Group CEO, with effect from August 24, 2026, till the remaining period of his tenure viz. September 7, 2028, subject to approval of shareholders by way of an ordinary resolution. Except for the change in his designation and revision in remuneration, the other terms and conditions as approved by the shareholders on September 8, 2023, shall remain valid and in full force and effect. The re-designation is in recognition of his sustained tenure, performance, and the scope of strategic and operational responsibility he has been discharging and brings his designation in line with the role he has been performing. The Board believes that this re-designation strengthens the Company's leadership bench, supports its succession planning framework in line with its obligations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provides a clear leadership pathway that reduces key-person concentration risk ahead of the Company's anticipated growth.

The approval of the Members is sought for change in designation of Mr. B R Preetham from Executive Director & Group Chief Executive Officer of the Company to Managing Director designated as Joint Managing Director & Group Chief Executive Officer of the Company with effect from

August 24, 2026 till the remaining period of his tenure as approved by the shareholders of the Company on September 8, 2023.

Further, based on the recommendation of the NRC and subject to the approval of Members at the AGM, the Board, at its meeting held on May 20, 2026, approved the revision in remuneration payable to Mr. B R Preetham with effect from April 1, 2026, during the remainder of his current tenure.

Nature of Duties

Mr. B R Preetham shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies, Joint Ventures and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies, Joint Ventures/ Subsidiaries or any other Executive body or a Committee of such a Company.

Accordingly, the Members are requested to approve the revised remuneration payable to Mr. B R Preetham as set out below, with effect from 1 April 2026.

Remuneration to be effective from April 1, 2026:

(a) Salary: In the range of ₹ 4.00 Cr (Rupees Four Crores Only) to ₹ 8.00 Cr (Rupees Eight Crores Only) per annum.

(b) Commission: Not exceeding ₹ 4.00 Cr (Rupees Four Crores Only).

Annual Increments: The salary and commission as stated above will be increased every year within the range prescribed above during his remaining term as may be decided by the Board on recommendation of Nomination & Remuneration Committee (NRC) which will be based on merits and considering the Company's growth and individual performance, market conditions and such other factors, the NRC / or the Board may decide without seeking approval every year from the shareholders of the Company. However, the total remuneration payable to Mr. B R Preetham shall be within the prescribed limits of the Companies Act, 2013 or Listing Regulations, including amendments if any.

For transparency and good governance, the following is the remuneration (excluding perquisites, stock options, other benefits as per Company's policy) approved by the Board on recommendation of NRC for the financial year 2026-27 effective from April 1, 2026:

S. No.	Name of Executive Director	*Proposed Annual Commission for FY 27 (₹)	Salary for FY27 (₹)	Total (₹)
1	Mr. B R Preetham	1,50,00,000	4,00,00,000	5,50,00,000

**Commission will be approved by the Board on recommendation of NRC subject to proper evaluation of individuals and company's performance, market conditions and such other factors that may be decided by the NRC/ or Board and that too after the approval of Annual Audited Accounts of the Company. No fresh stock options were granted to him except as disclosed in the offer documents and other relevant documents during Initial Public Offering of the Company.*

Accordingly, the Members are requested to approve the revised remuneration payable to Mr. B R Preetham with effect from April 1, 2026, notwithstanding that the aggregate remuneration payable to him shall be within the prescribed limits of the Companies Act or Listing Regulations, including amendments if any.

Except for the change in his designation and revision in remuneration, the other terms and conditions as approved by the shareholders on September 8, 2023 shall remain valid and in full force and effect.

He shall continue to be liable to retire by rotation pursuant to the provisions of the Act. The remuneration, including perquisites and commission payable, in a particular financial year, shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 and Schedule V of the Act or any amendments or modifications that may be made thereto from time to time.

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. B R Preetham shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as minimum remuneration payable to him, subject to further approvals, if any, as may be required.

Except Mr. B R Preetham and their relatives, to the extent of their shareholding in the Company, if any, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 and 9 of the Notice. The Board recommends the resolutions set forth at Item No. 8 and 9 of the Notice for consideration and approval of the Members as ordinary resolutions.

The requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure-1 to the Notice.

ITEM NO. 10:

APPROVAL FOR APPOINTMENT OF MR. HARI KRISHNAN (DIN: 01566551) AS THE EXECUTIVE DIRECTOR OF THE COMPANY, DESIGNATED AS EXECUTIVE DIRECTOR & CEO– AEROSPACE, DEFENCE & SEMICONDUCTOR (ADS) DIVISION.

Mr. Hari Krishnan (DIN: 01566551) was appointed as the Additional Director designated as Executive Director & CEO-Aerospace, Defence & Semiconductor (ADS) division, by the Board on the recommendation of Nomination and Remuneration Committee at its meeting held on August 12, 2026, for a period of 5 years starting from August 12, 2026 till August 11, 2031, subject to the approval of shareholders. He has been associated with the Company since February 14, 2025, as CEO Aerospace, Defence & Semiconductor (ADS) division.

The Company has received the following declarations from Mr. Hari Krishnan:

(i) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,

(ii) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 12, 2026, subject to approval of members at the 44th Annual General Meeting, Mr. Hari Krishnan (DIN: 01566551) was appointed as Additional Director, designated as Executive Director & CEO – Aerospace, Defence & Semiconductor (ADS) division of the Company for a period of 5 years, with effect from August 12, 2026 till August 11, 2031 on the terms and conditions as set out in this item of the notice and as per agreement executed between Mr. Hari Krishnan and the Company and whose office shall be liable to retire by rotation.

For transparency and good governance, the members to be informed that the Company approved ₹ 2.35 Cr. p.a. salary of Mr. Hari Krishnan effective from April 01, 2026, prior to his appointment as an Executive Director & CEO ADS Division of the Company (excluding stock options, PF, Gratuity etc as per Company's policy). However, the Board on recommendation of the NRC on August 12, 2026, revised the fixed salary of Mr. Hari Krishnan to ₹ 3.00 Crores (excluding stock options) and Commission not exceeding ₹ 75.00 Lacs effective from August 12, 2026 till March 31, 2027 subject to the approval of shareholders.

The principal terms and conditions of appointment of Mr. Hari Krishnan (hereinafter referred to as "the Appointee") including his remuneration are as given below:

A. **Tenure of Appointment**: The appointment of Mr. Hari Krishnan as Executive Director (in the capacity of Whole-time Director) designated as Executive Director & CEO – Aerospace, Defence & Semiconductor (ADS) division shall be from for a period of 5 years, with effect from August 12, 2026 till August 11, 2031 or till the date of his relinquishment of his employment with the Company, whichever is earlier.

B. **Nature of Duties**: The Appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries and/or Joint Ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries and/or Joint Ventures or any other Executive body or a Committee of such a Company.

C. **Remuneration**: Mr. Hari Krishnan shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

   a) Salary: In the range of ₹ 3.00 Cr (Rupees Three Crores Only) to ₹ 7.00 Cr (Rupees Seven Crores Only) per annum.

   b) Commission: Not exceeding ₹ 3.00 Cr (Rupees Three Crores Only). Commission will be approved by the Board on recommendation of NRC subject to proper evaluation of individuals and company's performance, market conditions and such other factors that may be decided by the NRC/ or Board and that too after the approval of Annual Audited Accounts of each financial year.

c) Annual Increments: The salary and commission as stated above will be revised every year within the range prescribed above during his term as may be decided by the Board on recommendation of Nomination & Remuneration Committee (NRC) which will be based on merits and considering the Company's growth and individual performance, market conditions and such other factors, the NRC or the Board may decide without seeking approval every year from the shareholders of the Company. However, the total remuneration payable to Mr. Hari Krishnan shall be within the prescribed limits of the Companies Act, 2013 or Listing Regulations, including amendments if any.

d) Benefits, Perquisites, Allowances: In addition to above, Mr. Hari Krishnan shall be entitled to the following as per the Rules / or the Company's policy:

a. Allowances, Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund.

b. Mediclaim Insurance Premium per month.

c. Leave in accordance with the Rules of the Company. Privilege Leave earned but not availed is cashable.

d. Car-pool, travel expenditure (excluding personal travel), facilities of any one club and personal security and

e. Options under Company's Employee Stock Option Plan As on date Mr. Hari Krishnan has been granted 50,000 options under the Employee Stock Option Plan 2018 prior to his appointment as Executive Director & CEO ADS Division of the Company. Out of total 50,000 options, 25,000 options were granted at a price of INR 1,144.25 per option and 25,000 options at a price of INR 1,699.20 per option.

D) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the appointment, the Company has no profits or its profits are inadequate, the Company shall pay to him, remuneration by way of Salary, Benefits, and Perquisites as specified above.

E) Other terms of Appointment:

(i) The Appointee shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

(ii) The terms and conditions of the appointment of the Appointee may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Appointee subject to such approvals as may be required.

(iii) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

(iv) The employment of the Appointee may be terminated by the Company without notice or payment in lieu of notice:

(a) if the Appointee is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required to render services; or

(b) in the event of any serious, repeated, or continuing breach (after prior warning) or non-observance by the Appointee of any of the stipulations contained in the agreement to be executed between the Company and the Appointee ("Agreement"); or

(c) in the event the Board expresses its loss of confidence in the appointee.

(v) In the event the Appointee is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(vi) Upon the termination by whatever means of the appointee's employment:

(a) the Appointee shall immediately tender his resignation from his offices held by him in any subsidiaries and associate companies and other entities without claim for compensation for loss of office;

(b) the Appointee shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associate companies.

(vii) During the course of employment, the Appointee shall not engage, directly or indirectly, in any activity that competes with the business or offers services that are substantially similar to those provided by the Company.

(viii) During the course of employment and for a period of 12 months following the termination of the employment with the Company, the Appointee shall not solicit or attempt to solicit any of the Company's clients, customers, suppliers, vendors, or employees for purposes of offering competitive services or employment with any other organization.

(ix) If and when the Agreement relating to appointment expires or is terminated for any reason whatsoever, the Appointee will cease to be the Executive Director of the Company.

(x) To the extent authorized by the law, the Appointee shall not disclose confidential information of the Company to any party (until and unless it is required to be disclosed for the purposes of business) during the term of his employment and thereafter for a period of one (1) year after the completion or termination of the employment whichever is earlier; and

(xi) The Appointee is appointed as Executive Director & CEO – Aerospace, Defence & Semiconductor (ADS) division by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 196 and 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure-1 to the Explanatory Statement.

The Board recommends passing of the Resolution at Item No. 10 as an Ordinary Resolution in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013.

Except Mr. Hari Krishnan, none of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 11:

APPROVAL FOR RE-APPOINTMENT OF MR. SAMIR PURUSHOTTAM INAMDAR (DIN: 00481968) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors on August 12, 2026 based on the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the Members had approved the re-appointment of Mr. Samir Purushottam Inamdar (Samir) (DIN: 00481968), as Non-Executive Independent Director for the 2nd term of 5 years effective from May 23, 2027. Mr. Samir currently is the Non-Executive - Independent Director of the Company and his first term will expire on May 22, 2027.

The Company has received the following declarations from Mr. Samir:

(i) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,

(ii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and;

(iii) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The NRC, after taking into consideration the skills, expertise and competencies required on the Board in the context of the business and sectors of the Company, has concluded and recommended to the Board that Mr. Samir's qualifications and rich experience adequately meet the skills and capabilities required for the role of an Independent Director of the Company.

The Board concurs with the recommendation of the NRC and is of the opinion that Mr. Samir possesses the core skills, expertise and competencies essential for the effective discharge of the role of an Independent Director and, in view of his significant contribution during his first tenure, wide ranging experience, integrity and proven track record, believes that his continued association would be of immense benefit to the Company.

Accordingly, the Board recommends his re-appointment as an Independent Director for the second term of five years starting from May 23, 2027 till May 22, 2032, to ensure continued guidance and strengthening of the governance standards of the Company. In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft letter of re-appointment of Mr. Samir as an Independent Non-Executive Director setting out the terms and conditions of appointment would be available for inspection by the Members, by writing an email to the Company at rajesh.modi@sansera.in, at the registered office of the Company, during the normal business hours. Further, hard copy inspection is also available at the registered office of the Company during the normal business hours.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the resolution for re-appointment of Mr. Samir as an Independent Director is placed before the Members for their approval. Further details as required under Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure-1 to this Notice. The Board recommends Resolution provided in Item No. 11 of this Notice for approval of the Members.

Except for Mr. Samir and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item no. 11 of the Notice.

Registered Office:	**By Order of the Board**
Plant 7, No. 143/A,	Sansera Engineering Limited
Jigani Link Road,	
Bommasandra Industrial Area	
Bengaluru 560105.	Sd/-
	Rajesh Kumar Modi
Place: Bengaluru	Company Secretary
Date: August 24, 2026	Membership No. F5176

ANNEXURE-1

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 44th 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. Subramonia Sekhar Vasan (S Sekhar Vasan)	Mr. Fatheraj Singhvi (F R Singhvi)	Mr. Bindiganavile Raghunath Preetham (B R Preetham)
DIN	00361245	00233146	03499506
Date of Birth and Age	March 02, 1953 (73 years)	March 15, 1955 (71 years)	October 12, 1970 (55 years)
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	December 15, 1981	March 3, 1991, vacated office on June 11, 2018 and again appointed as Joint Managing Director on August 06, 2024 for a period of 5 years. In this AGM, his designation is proposed to be re-designated from Joint Managing Director to Executive Vice Chairman, with effect from August 24, 2026.	September 08, 2023
Qualifications	Bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore	Fellow member of the Institute of Chartered Accountants of India	B E (Mechanical Engineering) from Bangalore University
Relationship between Directors inter-se	Nil	Nil	Nil
Experience & Expertise in specific functional areas/ brief resume	Mr. S Sekhar Vasan is the Founder and has been a Director of the Company since incorporation. He holds a bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore. He has over 44 years of professional experience in the field of technology, engineering, quality, manufacturing etc.	Mr. F R Singhvi, aged 71 years and brings over 44 years of professional and industry leadership experience in finance, audit, and strategic matters across the Automotive and Non-Automotive sectors. He is a Chartered Accountant and a member of the Institute of Chartered Accountants of India. He was earlier a Senior Partner at M/s. Singhvi, Dev & Unni from 1981 to 2006.	Mr. B R Preetham has been associated with the Company since 1992. He has over 33 years of experience and has oversight across all areas of Company's business including developing and maintaining relationships with companies and suppliers. Mr. Preetham has been the CEO of the group since 2013 and presently he is designated as Executive Director & Group CEO of the Company. Under his leadership, Sansera has grown

Name of Director	Mr. Subramonia Sekhar Vasan (S Sekhar Vasan)	Mr. Fatheraj Singhvi (F R Singhvi)	Mr. Bindiganavile Raghunath Preetham (B R Preetham)
		Key Achievements: Recipient of the MAGIS Award from St. Joseph's College of Commerce, he serves as Founder President of the Aerospace India Association and on advisory boards of Adarsh and Surana Colleges. He was part Champions of Change cohort presenting directly to the Prime Minister regarding the Vision 2022 framework. He was the president of Automotive Skill council and Chairman Pillar 3 of ACMA **Social Contributions:** He leads impactful initiatives through Sansera Foundation, KMYF Artificial Limb Centre (fitting 50,000+ limbs free), D.R. Ranka-KMYF Dialysis Centre, Chairman of free scoliosis surgeries at Jain Hospital, and MAANSI mental health project for rural women by Rotary	from a revenue of ₹ 551 Crore in 2013 to around ₹ 3,498 Cr. in the last fiscal year and the Company has consistently performed above its peers in the automotive industry in terms of growth and profits on a year-on-year basis. He is responsible for long-term strategies, sustainable growth, diversification and also overseeing the day-to-day operations of the Company. He is a well-qualified and experienced professional with a robust team, handling various functions. Most of his team have been nurtured and groomed in the Company. He holds a degree in Mechanical Engineering from Bangalore University and began his career in manufacturing. Over the years, he assumed progressively broader and more complex responsibilities across Quality, Manufacturing, Marketing, New Product Development and Engineering before being appointed CEO in 2013. He was also instrumental in getting the Company listed through a very successful IPO in September 2021 and raising funds through QIP in October 2024. Apart from his leadership and entrepreneurship skills, he is a fitness enthusiast and an active sportsman. He contributes significantly to the community through the Sansera Foundation which does noteworthy work in Education and Health Care,

Name of Director	Mr. Subramonia Sekhar Vasan (S Sekhar Vasan)	Mr. Fatheraj Singhvi (F R Singhvi)	Mr. Bindiganavile Raghunath Preetham (B R Preetham)
			primarily in the communities where the Company's manufacturing facilities are located. Further, he was appointed as Executive Director designated as Executive Director & Group CEO of the Company, for a period of 5 (five) years from the date of 41st Annual General Meeting i.e., September 08, 2023 till September 07, 2028. During the said period, the revenue of the Company increased to ₹3,498 Cr and the market capitalization of the Company also increased above ₹24,000 Cr.
Directorships held in other Public Companies (excluding Foreign Companies)	Nil	Nil	Nil
Names of listed entities from which the director has resigned in the past three years	Nil	Nil	Nil
Memberships / Chairmanships of Committees of other Public Companies including this company (includes only Audit Committee and Stakeholders Relationship Committee)	1	Nil	Nil
No. of equity shares held in the Company (self and as a beneficial owner) as on 31-03-2026	1,02,63,164	27,82,524	2,06,542
No. of Board Meetings attended during 2025-26	6	7	7
Terms and conditions of appointment / reappointment	As per the resolution passed by the shareholders on March 30, 2025 including proposed changes in this present notice read with explanatory statement thereto.	As per the resolution passed by the shareholders on March 28, 2024 including proposed changes in this present notice read with explanatory statement thereto.	As per the resolution passed by the shareholders on the on September 8, 2023 including proposed changes in this present notice read with explanatory statement thereto.

Name of Director	Mr. Subramonia Sekhar Vasan (S Sekhar Vasan)	Mr. Fatheraj Singhvi (F R Singhvi)	Mr. Bindiganavile Raghunath Preetham (B R Preetham)
Remuneration last drawn in financial year 2025-26	₹ 5.48 Cr.	₹ 5.48 Cr.	₹ 4.46 Cr.
Details of Remuneration sought to be paid	As provided in explanatory statement above.	As provided in explanatory statement above.	As provided in explanatory statement above.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned above.	As mentioned above.	As mentioned above.

Name of Director	Mr. Hari Krishnan	Mr. Samir Purushottam Inamdar
DIN	01566551	00481968
Date of Birth and Age	September 06, 1966 (59 years)	July 30, 1958 (67 years)
Nationality	Indian	Indian
Date of First Appointment on the Board	August 12, 2026	May 23, 2022
Qualifications	B.E (Hons) in Mechanical Engineering from Birla Institute of Technology and Science, Pilani.	Bachelor of Engineering (Mechanical) from Mumbai University and Post Graduate Diploma in Management (MBA) from Indian Institute of Management ("IIM"), Calcutta.
Relationship between Directors inter-se	Nil	Nil
Experience & Expertise in specific functional areas/ brief resume	Mr. Hari aged about 59 years brings over 30 years of leadership experience in the forging and auto components industry, with a proven track record in business growth, operational excellence, and strategic leadership. He holds a B.E (Hons) in Mechanical Engineering from Birla Institute of Technology and Science, Pilani. Prior to joining us, he was holding key leadership roles in renowned organizations like CIE Automotive India Ltd (Bill Forge & Forging Division) as CEO, Joint Managing Director of Bill Forge Private Limited and Director in Apten Forgings Private Limited.	Mr. Samir is a post graduate in management from Indian Institute of Management, Calcutta (IIMC) and an engineering graduate from Bombay University. He has extensive general management experience of over 40 years. He was part of the automotive industry for over 15 years working for OEMs Maruti and with Tata Motors. Thereafter, as the CEO and MD of Tyco Electronics, he set up and developed the auto component business for Tata Motors, some Tier 1 companies as well as for exports. He has served as the President and CEO of major businesses of General Electric in South Asia and as the CEO & Managing Director of Tyco Electronics (today called TE Connectivity) in South Asia, for over 11 years. Mr. Inamdar has also invested successfully in various sectors and stages in his entrepreneurial innings in Private Equity and also as an angel investor. Mr. Inamdar serves as a board member on listed and start-up companies in India as well as in the US, including Sigma Engineered Solutions, a $~400+ mill US-PE owned leader in aluminium castings and precision machining for Power T&D, Appliances markets in the US. He is the invited speaker for Executive Programs of Stockholm School of Economics and is a member of the Global Advisory Board of the Zurich headquartered global advisory firm, MAP. Mr. Inamdar is a Global Mentor with the Unreasonable Group of USA. He is a member of the Young Presidents' Organization - Gold (YPO-Gold) and the India Charter Member of The Indus Entrepreneurs (TiE).

Name of Director	Mr. Hari Krishnan	Mr. Samir Purushottam Inamdar
Directorships held in other Public Companies (excluding Foreign Companies)	Nil	Nil
Names of listed entities from which the director has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of Committees of other Public Companies including this Company (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	1
No. of equity shares held in the Company (self and as a beneficial owner) as on 31-03-2026	-	657
No. of Board Meetings attended during 2025-26	Not Applicable	5
Terms and conditions of appointment / reappointment	As mentioned above.	As mentioned above.
Remuneration last drawn in financial year 2025-26	INR 1.86 Cr (excluding statutory payments, insurance and stock options granted as per Company's policy)	a) Sitting fee- ₹ 0.09 Cr b) Commission- ₹ 0.30 Cr
Details of Remuneration sought to be paid	As provided in the explanatory statement above.	As provided in the explanatory statement above.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned above.	As mentioned above.