

**NOTICE** is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of K.C.P. Sugar and Industries Corporation Limited will be held through Video Conferencing / Other Audio Visual Means ("OAVM") on Thursday, the 25<sup>th</sup> Day of September, 2025 at 11 A.M (IST) to transact the following businesses:

**ORDINARY BUSINESS:**

1. **To Receive, Consider and Adopt the Audited Standalone Financial Statements along with Audited Consolidated Financial Statements of the Company and its Subsidiaries for the Financial Year ended 31/03/2025 together with the Reports of Auditor and Board of Directors thereon:**

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

**"RESOLVED THAT** the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company and its Subsidiaries for the Financial Year Ended 31/03/2025 and the reports of the Auditor and Board of Directors thereon laid before this meeting, be and are hereby approved and adopted".

2. **To Declare Dividend at the rate of 10% on the face value of the Equity Shares of the Company:**

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

**"RESOLVED THAT** pursuant to the recommendation made by the Board of Directors of the Company and subject to provisions of Section 123 of the Companies Act, 2013, a dividend of Re. 0.10 per share be and is hereby declared for the Financial Year ended 31/03/2025 and be paid to the Equity Shareholders of the Company whose name appear in the Register of Members / Register of Beneficial Owners, as the case may be, for this purpose, as on 18/09/2025".

**"RESOLVED FURTHER THAT** dividend shall be paid within 30 days from the date of declaration hereof to all the Shareholders who are entitled to receive the dividend".

3. **To Appoint a Director, in the place of Ms.Irmgard Velagapudi (DIN:00091370) who retires by rotation and being eligible, offers herself for reappointment:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Irmgard Velagapudi (DIN:00091370), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

**SPECIAL BUSINESS:****4. Minimum Remuneration paid to Ms.Irmgard Velagapudi (DIN:00091370) as 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 terms of Section 197 (10) of the Companies Act, 2013, the minimum Remuneration of sum of Rs. 48,00,000/- (Rupees Forty Eight Lakhs Only) paid to Ms. Irmgard Velagapudi, Managing Director of the Company for the financial year 2024 – 2025, the fifth year of inadequate profits, during her tenure covering 29/03/2020 to 28/03/2025, be and is hereby ratified.”

**5. Minimum Remuneration paid to Mr.Vinod R. Sethi (DIN: 00106598) as Whole-Time 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 terms of Section 197 (10) of the Companies Act, 2013, the minimum Remuneration of sum of Rs.12,52,894 (Rupees Twelve Lakhs Fifty Two Thousand Eight Hundred Ninety Four only) paid to Mr. Vinod R. Sethi, Whole-Time Director of the Company for the financial year 2024 – 2025, the fifth year of inadequate profits, during his tenure covering 08/04/2020 to 07/04/2025, be and is hereby ratified.”

**6. Appointment of M/s.P Muthukumaran and Associates, Practising Company Secretary as Secretarial Auditor 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulations 24A of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and as recommended by the Audit Committee and the Board, consent of the Shareholders of the Company be and is hereby accorded, to appoint of M/s. P Muthukumaran and Associates, Practicing Company Secretary (COP No: 20333 and Peer Review Certificate No. P2024TN099300) as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025 - 2026 till FY 2029 - 2030 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company”.

“**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee / Board of Directors of the Company”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**7. Remuneration to Cost Auditor:**

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 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of a sum of Rs.2,00,000/- (Rupees Two Lakhs Only), exclusive of applicable GST and reimbursement of travel and out of pocket expenses, payable to M/s. SRR & Associates, Cost Accountants, Chennai (FRN : 000992), for conducting Cost Audit for the financial year ending 31/03/2026, as approved by the Board of Directors based on the recommendation of Audit Committee, be and is hereby ratified”.

**// BY ORDER OF THE BOARD//**

**Place : Chennai**  
**Date : 13/08/2025**

**VINOD R. SETHI**  
**CHAIRMAN**  
**DIN: 00106598**

## I. **General Instructions & Information:**

1. The Statement setting out the material facts concerning each item of special business to be transacted at the Annual General Meeting, in terms of Section 102 of the Companies Act, 2013, is enclosed hereto. Relevant documents as referred to in the Notice of Annual General Meeting ('AGM') and the said Statement will be available for online inspection at the Website of the Company till the conclusion of the Annual General Meeting. For online inspection, go to / click on the following Website Link: [www.kcpsugar.com](http://www.kcpsugar.com).
2. In view of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 respectively, and the rules made thereunder in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue till September, 2025. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of 30<sup>th</sup> Annual General Meeting of the Company shall be the registered office of the Company.
3. In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ('SEBI Circulars') and in compliance with the provisions of the Act and Listing Regulations, the Notice of the AGM along with the Integrated Annual Report for F.Y. 2024 - 2025 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

The physical copy of the Integrated Annual Report for FY 2024 - 2025 and this Notice will be sent to those Members who request for the same. Members may note that the Notice and Integrated Annual Report 2024 - 2025 will also be available on the Company's website [www.kcpsugar.com](http://www.kcpsugar.com).

4. In continuation of the Ministry's General Circular No. 20/2020 dated May 05, 2020, the Companies whose AGMs are due in the year 2025, are allowed to conduct their AGMs on or before 30.09.2025 as per MCA Circular No. 09/2024 dated September 19, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 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. However, in terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 30<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representative of the Members



such as the President of India or the Governor of the State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [muthu@pmkadvisors.com](mailto:muthu@pmkadvisors.com) / [secretarial@kcpsugar.com](mailto:secretarial@kcpsugar.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

6. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
7. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-Voting, for participation in the 30<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 30<sup>th</sup> AGM.
8. Members may join the 30<sup>th</sup> AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 A.M. IST i.e., 15 minutes before the time scheduled to start the 30<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 30<sup>th</sup> AGM.
9. The facility of participation at the 30<sup>th</sup> AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members holding shares in physical or dematerialized form, as on the cut-off date, being **September 18, 2025** to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "remote e-voting"). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kcpsugar.com](http://www.kcpsugar.com). 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

13. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time.
14. The proposed dividend, as recommended by the Board, will be paid within 30 days from the date of declaration of dividend to those Members whose names appear in the Register of Members / Register of Beneficial Owners, as the case may be, on **Thursday, 18/09/2025, the Cut-off Date**, if approved by the shareholders at the Annual General Meeting.
15. Members are requested to register / update their bank account details with the Registrar of the Company (if shares are held in physical form) or their respective Depository Participant (if shares are held in demat form) for the purpose of payment of dividend through NECS. Members may note that NECS system provides instantaneous credit to the Members' bank account, protects against fraudulent interception and encashment of dividend warrants and provides relief against loss or damage of dividend warrants in transit.
16. Tax will be deducted at Source as per applicable law on payment of Dividend. Taxability of dividend in the hands of recipients is as per extant applicable law.
17. To prevent 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 holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
19. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form to their Depositories.
21. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Integrated Registry Management Services Private Limited) of the Company: -
  - a. any change in their address / bank mandate.
  - b. particulars of their bank account, in case they have not been sent earlier.
  - c. nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.
  - d. share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
22. In terms of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017 ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years to the IEPF account established by the Central Government.

Any person whose shares have been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and after making an application in form IEPF-5, send the same duly signed along with requisite documents to the Company for verification of the claim.

Members may please note that unpaid or unclaimed dividend which was declared for the Financial Year ended 31/03/2018 is liable to be transferred to IEPF on or before 30/09/2025 and given below are the information for the respective and subsequent years:

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend from the Company	Due Date of Transfer to IEPF by the Company
31/03/2018	14/09/2018	30/09/2025	20/10/2025
31/03/2019	12/09/2019	01/10/2026	18/10/2026
31/03/2020	25/09/2020	16/10/2027	31/10/2027
31/03/2021	27/09/2021	18/10/2028	02/11/2028
31/03/2022	28/09/2022	19/10/2029	03/11/2029
31/03/2023	27/09/2023	18/10/2030	02/11/2030
31/03/2024	23/09/2024	15/10/2031	30/10/2031

23. The register of members and the share transfer register will remain closed for a period of seven days from **19/09/2025 to 25/09/2025 (both days inclusive)** for the purpose of AGM.
24. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members shall be entitled to one vote for every one share held by him / her / it in the Company.
25. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date **Thursday, 18/09/2025**. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e., **Thursday, 18/09/2025** will be considered for the purpose of availing Remote e-Voting or Vote in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
26. The board has appointed M/s. P Muthukumaran and Associates, Practicing Company Secretary (COP No: 20333) issued by the Institute of Company Secretaries of India (ICSI) to Scrutinize the e-Voting process in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at Annual General Meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 2 working days of conclusion of the meeting submit his report to the Chairman / Managing Director / Chief Financial Officer & Company Secretary of the Company.
28. The voting results of the Annual General Meeting will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at [www.kcpsugar.com](http://www.kcpsugar.com) and will also be available in website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
29. Members may post their questions by email addressed to [secretarial@kcpsugar.com](mailto:secretarial@kcpsugar.com)

not less than 2 days before the date of Annual General Meeting by providing relevant Membership details for the purpose of identification including Name, Folio Number / Client ID / DP ID and the same will be addressed by the Company in the Annual General Meeting, suitably.

30. Register of Directors and Key Managerial Personnel and their Shareholding as maintained in terms of Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested as maintained in terms of Section 189 of the Companies Act, 2013 and the relevant documents will be available, electronically, for inspection by Members during the AGM. For online inspection, go to / click on the following Website Link [www.kcpsugar.com](http://www.kcpsugar.com).
31. Members who have not lodged their old share certificates of 'The KCP Limited' for exchange of new share certificate of the Company in terms of the approved Scheme of Arrangement are requested to surrender the same to The KCP Limited, No.2, Dr.P.V.Churian Crescent, Egmore, Chennai – 600 008 at the earliest with a copy marked to the Registrar of the Company. New share certificates of the Company will be despatched after receipt of confirmation from The KCP Limited.
32. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
33. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company / Register of Beneficial Owners maintained by Depositories will be entitled to vote.
34. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on **18/09/2025** being the "**Cut-off Date**" fixed for determining voting rights of the Members entitled to participate in the e-Voting process through the platform provided by NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## II. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-Voting period begins on 22nd September 2025 at 9:00 A.M. (IST) and ends on 24<sup>th</sup> September 2025 at 5:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e- Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

### **HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



	<p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 135741 then user ID is 135741001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate of K.C.P. Sugar and Industries Corporation Ltd. (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card by email to [einward@integratedindia.in](mailto:einward@integratedindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, DPID client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of AADHAAR Card to [einward@integratedindia.in](mailto:einward@integratedindia.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder / members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, Members can see link of "VC / OAVM link" placed under "Join meeting" menu against the Company name. You are requested to click on VC / OAVM link placed under Join

General Meeting menu. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email ID, mobile number at [secretarial@kcpsugar.com](mailto:secretarial@kcpsugar.com) from 19<sup>th</sup> September 2025 (9.00 A.M. (IST)) to 23<sup>rd</sup> September 2025 (5.00 P.M. (IST)).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address [secretarial@kcpsugar.com](mailto:secretarial@kcpsugar.com) atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

#### **General Guidelines for shareholders:**

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail: [muthu@pmkadvisors.com](mailto:muthu@pmkadvisors.com) with a copy marked to e-mail of NSDL: [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 remote e-Voting or casting vote through e-Voting system during the meeting.

4. M/s. P Muthukumaran and Associates, Practising Company Secretaries, (COP No: 20333), Chennai, has been appointed as the Scrutinizer to scrutinize the Voting during the meeting and remote e-Voting process in a fair and transparent manner.
  5. In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 and send a request to NSDL official, Ms. Pallavi Mhatre, Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).
  6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
  7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.kcpsugar.com](http://www.kcpsugar.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.
  8. Pursuant to the Circulars issued by MCA and SEBI, the Notice of the AGM and the Annual Report for the year 2024 - 2025, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2024 - 2025 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
    - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhaar) supporting the registered address of the Member, by email to the Company's email address [einward@integratedindia.in](mailto:einward@integratedindia.in).
    - b. For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- Further, as per Regulation 36(1)(c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.
9. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address [einward@integratedindia.in](mailto:einward@integratedindia.in) along with the documents as stated in Para No. 8.

10. In order to receive dividend/s in a timely manner,
- a. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the company's email ID [secretarial@kcpsugar.com](mailto:secretarial@kcpsugar.com) or the email ID of STA [inward@integratedindia.in](mailto:inward@integratedindia.in).
  - b. Signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
    - i. Name and Branch of Bank and Bank Account type;
    - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
    - iii. 11 digit IFSC Code;
    - iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
    - v. Self-attested scanned copy of the PAN Card; and
    - vi. Self-attested scanned copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
  - c. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
  - d. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024].



**Statement of material facts pursuant to Section 102 of the Companies Act, 2013**

The following statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 13<sup>th</sup> August 2025 and shall be taken as forming part of the Notice.

**Item No. 4: Minimum Remuneration paid to Ms. Irmgard Velagapudi (DIN:00091370) as Managing Director of the Company**

Ms. Irmgard Velagapudi, Managing Director, has been paid Minimum Remuneration by way of Salary and Perquisites for the period 01/04/2024 to 31/03/2025 being the fifth financial year of inadequate profits during her tenure covering 29/03/2020 to 28/03/2025. On finalization of Accounts, for the Financial Year 2024 - 2025, it was ascertained that the Company has sustained loss for the said Financial Year. As per Schedule V of the Companies Act, 2013, Minimum Remuneration can be paid for a period not exceeding three years, during the years of inadequate profits falling under the tenure of the director.

However, in terms of Section 197(10) of the Companies Act, 2013, the Minimum Remuneration paid to Managerial Personnel beyond the said period of three years may be ratified by the Shareholders by passing a Special Resolution.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the ratification of the payment of the Minimum Remuneration paid for the Financial Year 2024 - 2025 to the Managing Director and the said recommendation of Nomination and Remuneration Committee is approved by the Board at its Meeting held on 28/05/2025. Now the matter is place before the Shareholders for ratification of payment of Minimum Remuneration to the Managing Director for the Financial Year 2024 - 2025.

Ms. Irmgard Velagapudi is interested in the resolution set out in Item No. 4 of the Notice of Annual General Meeting. None of the other Directors and Key Managerial Personnel of the Company except Ms. Kiran Velagapudi and Mr. Vinod R. Sethi, Executive Chairman being relatives, is deemed to be concerned in the said Item No. 4.

**Item No. 5: Minimum Remuneration paid to Mr. Vinod R. Sethi (DIN: 00106598) as Whole-Time Director of the Company**

Mr. Vinod R. Sethi, Executive Chairman, has been paid Minimum Remuneration by way of Salary and Perquisites for the period 01/04/2024 to 31/03/2025 being the fifth financial year of inadequate profits during his tenure covering 08/04/2020 to 07/04/2025. On finalization of Accounts, for the Financial Year 2024 - 2025, it was ascertained that the Company has sustained loss for the said Financial Year. As per Schedule V of the Companies Act, 2013, Minimum Remuneration can be paid for a period not exceeding three years, during the years of inadequate profits falling under the tenure of the director.

However, in terms of Section 197(10) of the Companies Act, 2013, the Minimum Remuneration paid to Managerial Personnel beyond the said period of three years may be ratified by the Shareholders by passing a Special Resolution.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the ratification of the payment of the Minimum Remuneration paid for the Financial Year 2024 - 2025 to the Executive Chairman and the said recommendation of Nomination and Remuneration Committee is approved by the Board at its Meeting held on 28/05/2025. Now the matter is place before the Shareholders for ratification of payment of Minimum Remuneration to the Executive Chairman for the Financial Year 2024 - 2025.

Mr. Vinod R. Sethi is interested in the resolution set out in Item No. 5 of the Notice of Annual General Meeting. None of the other Directors and Key Managerial Personnel of the Company except Ms. Kiran Velagapudi, Executive Director and Ms. Irmgard Velagapudi, Managing Director being relatives, is deemed to be concerned in the said Item No. 5.

**Item No. 6: Appointment of M/s. P Muthukumaran and Associates, Practising Company Secretary as Secretarial Auditor of the Company**

Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (Amendment), the appointment of Secretarial Auditors is required to be approved by the Shareholders of the Company at the Annual General Meeting. In case of a Secretarial Audit Firm, it cannot be for more than two consecutive terms of 5 (five) years each.

In compliance with the above-said provisions, and based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 13<sup>th</sup> August, 2025, recommended the appointment of M/s. P Muthukumaran and Associates, Practising Company Secretaries, Chennai, having Firm Registration No. P2024TN099300, as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025 - 2026 till FY 2029 - 2030 for approval of the members, at a fees of Rs. 75,000 per annum plus applicable taxes and other out of pocket expenses in connection with the secretarial audit of the Company for the financial year 2025 - 2026. The audit fee for subsequent financial years shall be mutually agreed upon between the secretarial auditors and the Board of Directors of the Company, from time to time.

**Profile of Secretarial Auditors:**

M/s. P Muthukumaran and Associates, Practising Company Secretaries, registered as Partnership firm.

M/s. P Muthukumaran and Associates ('the Firm') is a full-spectrum Corporate Secretarial and Legal Advisory firm registered with the ICSI offering strategic and compliance-driven solutions, backed by seasoned team of Company Secretaries and their staffs, across a diverse range of industries - including the manufacturing and agro-based sectors.

The Firm is business-centric approach and hands-on experience across Company Law, Securities Law, SEBI (Listing Obligations and Disclosure Requirements), Labour Law, and Transaction Advisory.

The Auditors have reported their independence from the Company according to the standards issued by the Institute of Company Secretaries of India ('ICSI') and furnished their consent to act as Secretarial Auditor of the Company for the said period.

The Board recommends the resolution to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company is deemed to be concerned or interested in Item No.6 of the Notice of the Annual General Meeting

**Item No. 7: Remuneration of Cost Auditor**

The Board of Directors, on the recommendations of Audit Committee, has approved the appointment and remuneration of M/s. SRR & Associates, Cost Accountants, Chennai (FRN 000992) as Cost Auditor of the Company to conduct the audit the cost records of the Company for the financial year ending 31/03/2026.

The Products which are subject to Cost Audit at the Unit of the Company at Vuyyuru, Krishna District, Andhra Pradesh is as given below:

- (i) Sugar
- (ii) Electricity
- (iii) Industrial Alcohol
- (iv) Bio-Fertilisers
- (v) Calcium Lactate
- (vi) Carbon dioxide

Pursuant to Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of a sum of Rs.2,00,000/- (Rupees Two Lakhs Only), exclusive of applicable GST and reimbursement of travel and out of pocket expenses payable to Cost Auditor for conducting Cost Audit for the financial year ending 31/03/2026, as approved by the Board of Directors of the Company based on the recommendation of the Audit Committee, is placed before the Members of the Company for ratification.

The Firm has confirmed that its appointment is within the limits of section 148 of the Companies Act, 2013 and has also certified that the Firm is free from any disqualification specified under section 148 of the Companies Act, 2013. The Audit Committee has also received a Certificate from the said Firm certifying its independence and Arms length relationship with the Company.

The Board recommends the resolution to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company is deemed to be concerned or interested in Item No.7 of the Notice of the Annual General Meeting

**// BY ORDER OF THE BOARD//**

Place : Chennai  
Date : 13/08/2025

**VINOD R.SETHI**  
**CHAIRMAN**  
**DIN: 00106598**