

ELIN ELECTRONICS LIMITED

Regd. & Corp. Office : 4771, BHARAT RAM ROAD, 23 DARYA GANJ, NEW DELHI-110 002
Website : www.elinindia.com Tel. : 91-11-43000400 Fax : 91-11-23289340



September 26, 2025

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai - 400 001

Symbol: ELIN

Scrip Code: 543725

ISIN: INE050401020

Dear Sir/Ma'am,

Sub: Minutes of the 43rd Annual General Meeting of the Company.

Please find enclosed herewith copy of the Minutes of the 43rd Annual General Meeting ("AGM") of the Company held on Saturday, August 30, 2025 at 10:30 AM (IST) through Video Conference /Other Audio Visual means in compliance with the applicable provisions of the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We request you to take the above information on record

Thanking You

Yours faithfully,

For Elin Electronics Limited

Lata Rani Pawa
Company Secretary & Compliance Officer
M. No.: A30540
cs@elinindia.com
Encl: As above



Factories:-

C-142-143-144-144/1-144/2 Industrial Area, Site No.1, Bulandshahar Road, Ghaziabad - 201009 (U.P.)
L-84, Verna Industrial Area, Electronic City, Verna, Goa - 403722.

Village: Beli Khol, Post: Manpura - 174101, Teh: Nalagarh, District: Solan (Himachal Pradesh)

CIN : L29304DL1982PLC428372

GSTIN: 09AAACE6449G1ZJ

THE MINUTES OF THE 43rd ANNUAL GENERAL MEETING (AGM) OF ELIN ELECTRONICS LTD HELD THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) ON SATURDAY, THE 30th AUGUST, 2025. THE MEETING COMMENCED AT 10.30 A.M. (IST) AND CONCLUDED AT 11:03 A.M. (IST). THE MEETING WAS DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 4771, BHARAT RAM ROAD, 23 DARYAGANJ, NEW DELHI-110002.

The following Directors, Company Officials and Auditors of the Company attended the meeting through Video Conferencing ("VC") / Other Audio Visual means ("OAVM"):

Sl. No	Name	Designation
1.	Mr. Mangilall Sethia (DIN: 00081367)	Promoter-Executive Director and Chairman of the Company
2.	Mr. Kamal Sethia (DIN:00081116)	Promoter-Managing Director and Chairman of CSR Committee and Risk Management Committee and member of Audit Committee and Stakeholders Relationship Committee
3.	Mr. Sanjeev Sethia (DIN:00354700)	Promoter-Executive Director and member of CSR Committee and Risk Management Committee
4.	Dr. Shantilal Sarnot (DIN:01899198)	Independent Director and Member of Audit Committee and Nomination and Remuneration Committee
5.	Mr. Ashis Chandra Guha (DIN:09352987)	Independent Director
6.	Ms. Shilpa Baid (DIN:08538622)	Independent Director and Member of Audit Committee, Stakeholder's Relationship Committee and Nomination and Remuneration Committee
7.	Ms. Priyanka Jain (00618931)	Independent Director and Chairperson of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and member of CSR Committee and Risk Management Committee
8.	Mr. Raj Karan Chhajer	Chief Financial Officer
9.	Mr. Akash Sethia	Business Strategy & Investor Relations Head
10.	Mr. Praveen Tandon	Chief Executive Officer
11.	Ms. Lata Rani Pawa	Company Secretary and Compliance Officer
12.	Mr. Tushar Goyal	Senior Manager, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditor
13.	Mr. Nishant Bhansali	Partner, M/s. Oswal Sunil & Company, Chartered Accountants, Internal Auditors
14.	Mr. Akshat Garg	Proprietor, M/s. Akshat Garg & Associates, Company Secretaries, Secretarial Auditors
15.	Mr. Pramod Prasad Agarwal	Proprietor, M/s. P.P. Agarwal & Co., Company Secretaries, Scrutinizer



Mr. Sumit Sethia, Executive Director, was unable to join the AGM due to his personal reasons and had conveyed his good wishes to all the shareholders of the Company.

Total 64 members were present including 15 members who were part of Promoter and Promoter group of the Company.

The Company Secretary informed that the AGM Notice, the Standalone and Consolidated Financial Accounts for the Financial year 2024-25, together with the Board's Report and Auditors' Report had been sent electronically, to all the Members whose e-mail id is registered with the Company/ the RTA or the Depositories as on the cut-off date. Also, pursuant to SEBI circular dated December 12, 2024, a letter containing the web link, along with the exact path to access the complete Annual Report had been sent to shareholders who had not registered their email address with the Company/ RTA or Depository.

The Company Secretary also stated the following important points regarding the participation and voting at the 43rd AGM.

- There was no physical presence of the members, the facility of appointment of proxy was not applicable.
- The facility to join the meeting through VC/OAVM made available on first-come and first-served basis.
- All the members who had joined this meeting would be placed on mute mode by the moderator to ensure smooth and seamless conduct of the meeting.
- Members who had not voted through remote e-voting can cast their votes through e-voting facility during the AGM.
- Members who were desired to seek information/ clarification during the AGM on the accounts or any matter to be placed at the AGM would ask through the chat box facility provided by CDSL. These queries would be replied by the Company suitably by email.

The Company Secretary also informed that the Register of Directors and KMP and their shareholding and the Register of contract or arrangement in which Director are interested and other documents referred in the notice were available for inspection at the website of the Company during the continuance of the AGM.

The Company Secretary also informed that pursuant to provisions of Articles of Association of the Company, the Chairperson of the Board shall preside as Chairperson at every general meeting of the Company. Mr. Mangilall Sethia, Chairman of the Board due to his health reasons was unwilling to act as Chairman of this Annual General Meeting. Mr. Kamal Sethia, Managing Director of the Company had chaired the proceedings of this Annual General Meeting with the permission of all Directors present.

The Company Secretary informed that requisite quorum for this meeting was present as confirmed by the Moderator.

Mr. Kamal Sethia, Chairman, Chaired the 43rd Annual General Meeting.

The Chairman stated that quorum being present and called the meeting to order with a warm welcome to all Members, fellow Directors, Auditors and the Company Officials present at the 43rd AGM.

He further stated that the Annual Report for the Financial year 2024-2025 had been emailed to all shareholders whose email IDs were registered with the Company. Shareholders whose email IDs were not



available with the company would access the Annual Report on the website of the Company and the Stock Exchanges. He also stated physical copies of Annual Reports had not been sent as permitted by the Ministry of Corporate Affairs. Further, for obtaining a printed copy of the annual report, please make a request to the Company Secretary.

The Chairman also informed the members that the Notice of 43rd AGM, Report of Board of Directors and the Financial Statements for the Financial Year 2024-25 were taken as read as the same had already been circulated to the Members. There were no qualifications, reservation and adverse remarks in the Auditor's Report and the report of Secretarial Auditor of the Company and accordingly these were not required to be read.

Thereafter, the Chairman informed the Members that the Board of Directors had engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide e-voting facility.

The Company had provided the remote e-voting facility to all Members to cast their vote electronically on all the resolutions set forth in the notice of AGM. The remote e-voting period commenced on Wednesday, August 27, 2025 at 9:00 A.M and ended on Friday, August 29, 2025 at 5:00 P.M.

The Chairman briefed the Shareholders about the Company's performance for the FY 2024-2025.

Thereafter, Mr. Praveen Tandon, Chief Executive Officer of the Company, addressed the shareholders and delivered his speech as outlined in the Annual Report for the financial year 2024-25.

The Company Secretary briefed the Shareholders about each item set out in the Notice calling the 43rd Annual General Meeting. The items transacted and voted by members were as under:

Sl. No	ORDINARY BUSINESS	RESOLUTION TYPE
1.	To receive, consider and adopt the – a) Audited Standalone Financial Statements of the Company for the financial year ended on 31 st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2025 together with the Report of Auditors thereon;	Ordinary Resolution
2.	To appoint a Director in place of Mr. Sanjeev Sethia (DIN: 00354700), who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and being eligible to offer himself for re-appointment.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Sumit Sethia (DIN: 00831799), who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and being eligible to offer himself for re-appointment.	Ordinary Resolution
	SPECIAL BUSINESS	
4.	To Appoint Secretarial Auditor of the Company.	Ordinary Resolution



5.	To approve re-appointment and remuneration of Mr. Sumit Sethia (DIN: 00831799), Whole-time Director of Company liable to retire by rotation.	Special Resolution
6.	To approve re-appointment and. remuneration of Mr. Kamal Sethia (DIN: 00081116), Managing Director of Company liable to retire by rotation.	Special Resolution
7.	To approve re-appointment and remuneration of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of Company liable to retire by rotation.	Special Resolution
8.	To Rectify Remuneration of Cost Auditors.	Ordinary Resolution

The Company Secretary informed that all the items of Special Businesses were explained in detail in the Explanatory Statement attached to the Notice of AGM.

The Company Secretary also answered the Shareholder query at the Annual General Meeting which was received through e-mail.

The Company Secretary informed that Mr. Pramod Prasad Agarwal from M/s P.P. Agarwal & Co., Company Secretaries had been appointed as Scrutinizer for conducting remote e-voting and e-voting process in a fair and transparent manner.

The Combined results for remote e-voting and e-voting during this AGM would be placed on the website of the Company within 48 hours from the conclusion of meeting. The results would also be submitted to the Stock Exchanges as per the relevant provisions of the Companies Act, 2013 and the listing regulations.

The Chairman and Company Secretary thanked all the members for their participation in the meeting. The meeting concluded at 11:03 A.M. The E-voting facility was kept open for next 15 minutes to enable shareholder to cast their vote.

The results of the e-voting (attached as Annexure I) was declared on August 30, 2025 based on the report of the Scrutinizer dated August 30, 2025.

Date of Entry: September 26, 2025

Place: New Delhi



Sd/-
Kamal Sethia
Managing Director
DIN:00081116
(Chairman of 43rd AGM)

Declaration of results of remote e-voting and e-voting at the 43rd Annual General Meeting

As per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided the facility of remote e-voting and e-voting during the Annual General Meeting to enable the Shareholders to cast their vote electronically on the resolutions proposed in the Notice of the 43rd Annual General Meeting. The remote e-voting was open from 9.00 A.M. on Wednesday, 27th August, 2025 till 5.00 P.M. on Friday, 29th August, 2025. The Board of Directors had appointed Mr. Pramod Prasad Agarwal from M/s. P.P. Agarwal & Co., Company Secretaries (CP No. 10566), as the Scrutinizer for remote e-voting and evoting during the AGM. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period and votes cast through e-voting facility during the AGM and submitted his Report on 30th August, 2025.

The Consolidated Report on the results of remote e-voting and e-voting at the AGM, was as under:

Sl. No.	ORDINARY BUSINESS	TYPE OF RESOLUTION	% OF VOTES IN FAVOUR	% OF VOTES AGAINTS
1.	To receive, consider and adopt the – a) Audited Standalone Financial Statements of the Company for the financial year ended on 31 st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2025 together with the Report of Auditors thereon;	Ordinary Resolution	100%	0.00%
2.	To appoint a Director in place of Mr. Sanjeev Sethia (DIN: 00354700), who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and being eligible, to offers himself for re-appointment.	Ordinary Resolution	99.99%	0.01%
3.	To appoint a Director in place of Mr. Sumit Sethia (DIN: 00831799), who retires by rotation in terms of Section 152(6) of the Companies Act	Ordinary Resolution	97.85%	2.15%



	2013 and being eligible, to offers himself for re-appointment.			
	SPECIAL BUSINESS			
4.	To Appoint Secretarial Auditors of the Company.	Ordinary Resolution	100%	0.00%
5.	To approve the re-appointment and remuneration of Mr. Sumit Sethia (DIN:00831799), Whole-time Director of Company, liable to retire by rotation.	Special Resolution	97.85%	2.15%
6.	To approve the re-appointment and remuneration of Mr. Kamal Sethia (DIN: 00081116), Managing Director of Company, liable to retire by rotation.	Special Resolution	99.98%	0.02%
7.	To approve the re-appointment and remuneration of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of Company, liable to retire by rotation.	Special Resolution	99.99%	0.01%
8.	To Ratify Remuneration of Cost Auditors.	Ordinary Resolution	100%	0.00%

Based on the Report of the Scrutinizer, following Resolutions as set out in the Notice of 43rd Annual General Meeting had been duly approved by the Shareholders with requisite majority:

1) To receive, consider and adopt the –

- a) Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Report of Auditors thereon;

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; and Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the report of Auditors thereon as circulated to the Members and laid before the meeting, be considered, received and adopted.”



- 2) **Appointment of a Director in place of Mr. Sanjeev Sethia (DIN: 00354700), who retires by rotation in terms of Section 152(6) of the Companies Act 2013, and being eligible, offers himself for re-appointment.**

The following resolution was passed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Sanjeev Sethia (DIN: 00354700), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3) **Appointment of a Director in place of Mr. Sumit Sethia (DIN: 00831799), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offer himself for re-appointment.**

The following resolution was passed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Sumit Sethia (DIN: 00831799), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 4) **Appointment of Secretarial Auditors of the Company.**

The following resolution was passed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of Section 204 and other applicable provisions, if any, of Companies Act 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) other applicable laws/statutory provisions, if any, as amended from time to time and based on recommendation of Audit Committee and Board of Directors of the Company, the approval of Members be and hereby accorded for appointment of M/s. P.P. Agarwal & Co. Company Secretaries (Firm Registration No. S2012DE174200), as Secretarial Auditor of the Company for a first term of five (5) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at such fees, plus applicable taxes and other out of pocket expenses as may be mutually decided by Board of Directors of the Company (including its committee thereof) in consultation with Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”



5) **Re-appointment and remuneration of Mr. Sumit Sethia (DIN:00831799), Whole-time Director of Company, liable to retire by rotation.**

The following resolution was passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sumit Sethia (DIN: 00831799) , Whole-time Director of the Company, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, for a period of 5 years effective from June 03, 2025 to June 02, 2030, on the terms and conditions including remuneration for a period of three years w.e.f. June 03, 2025 to June 02, 2028, as detailed below as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act :

1. Salary – ₹ 7,00,000/-per month.
2. Perquisites :
 - a) Furnished accommodation
 - b) Electricity & water
 - c) Medical Insurance for self & family
 - d) Medical Reimbursement for self & family
 - e) Company car(s) with driver(s) for official duties as well as for personal use.
 - f) Free Telephone at residence and mobile phone.
 - g) Clubs Fees.
 - h) Leave travel concession for self & family.
 - i) Company contribution towards provident fund, not exceeding 12% of the salary.
 - j) Gratuity not exceeding half month’s salary for each completed year of service.
 - k) Company contribution towards National pension scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a) Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b) The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.



RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/ Whole-time Directors during the current tenure of Mr. Sumit Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Sumit Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorized by Board be and is severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above resolution”.

6) Re-appointment and. remuneration of Mr. Kamal Sethia (DIN: 00081116), Managing Director of Company, liable to retire by rotation.

The following resolution was passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kamal Sethia (DIN: 00081116), Managing Director of the Company, liable to retire by rotation in terms of Section 152(6) of the Act, for a period of 5 years effective from 1st April, 2026 to 31st March, 2031 on the terms and conditions including remuneration for a period of three years w.e.f. 1st April, 2026 to 31st March, 2029, as detailed below as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act :

1. Salary – ₹ 7,00,000/-per month.
2. Perquisites :
 - a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company car(s) with driver(s) for official duties as well as for personal use.
 - f. Free Telephone at residence and mobile phone.
 - g. Clubs Fees.



- h. Leave travel concession for self & family.
- i. Company contribution towards provident fund, not exceeding 12% of the salary.
- j. Gratuity not exceeding half month's salary for each completed year of service.
- k. Company contribution towards National pension scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a) Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b) The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/ Whole-time Directors during the current tenure of Mr. Kamal Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Kamal Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended Listing Regulations.

RESOLVED FURTHER THAT approval of members be and is hereby accorded in terms of Section 196 of the Companies Act, 2013, for continuation of Mr. Kamal Sethia as Managing Director, liable to retire by rotation in terms of Section 152(6) of the Act, who will attain the age of 70 years in the year 2027-2028.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorized by Board be and is severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above resolution”.

7) Re-appointment and remuneration of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of Company, liable to retire by rotation.

The following resolution was passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s), statutory modification(s) or



re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjeev Sethia (DIN: 00354700), Whole-time Director of the Company, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, for a period of 5 years effective from 1st April, 2026 to 31st March, 2031 on the terms and conditions including remuneration for a period of three years w.e.f. 1st April, 2026 to 31st March, 2029, as detailed below as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act :

1. Salary – ₹7,00,000/-per month.
2. Perquisites :
 - a. Furnished accommodation
 - b. Electricity & water
 - c. Medical Insurance for self & family
 - d. Medical Reimbursement for self & family
 - e. Company car(s) with driver(s) for official duties as well as for personal use.
 - f. Free Telephone at residence and mobile phone.
 - g. Clubs Fees.
 - h. Leave travel concession for self & family.
 - i. Company contribution towards provident fund, not exceeding 12% of the salary.
 - j. Gratuity not exceeding half month's salary for each completed year of service.
 - k. Company contribution towards National pension scheme (NPS) not exceeding 10% of the salary.

Provided that:

- a. Total remuneration by way of salary and perquisites shall not exceed ₹ 8,00,000/- per month (₹ 96,00,000/- in a year) subject that contribution to provident fund and gratuity payable shall not be included in the computation of the above ceiling.
- b. The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for payment of aggregate managerial remuneration to (i) all the Executive Directors/Managing Director/ Whole-time Directors during the current tenure of Mr. Sanjeev Sethia, even if the same may exceed the limit of 10% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act; (ii) all the Directors including Executive Directors/Managing Director/Whole-Time Director and Non-Executive Directors, during the current tenure of Mr. Sanjeev Sethia, may exceed 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all the Directors of the Company in a financial year, computed in the manner as laid down in Section 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended Listing Regulations.



RESOLVED FURTHER THAT the Board of Directors and/or any person authorized by Board be and is severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above resolution”.

8) To Rectify Remuneration of Cost Auditors.

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the remuneration payable to M/s Bhavna Jaiswal & Associates, Cost Accountants (Firm Registration number 100608), appointed by the Board of Directors upon the recommendation of Audit Committee as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, amounting to ₹ 75000/- plus out-of-pocket expenses & Goods & service tax as applicable incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”



Sd/-
Kamal Sethia
Managing Director
DIN:00081116
(Chairman of 43rd AGM)