

June 22, 2026

To,
BSE Limited, Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 530145

Subject: Notice convening the 37th Annual General Meeting of Kisan Mouldings Limited for the financial year 2025-26 – Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith Notice along with explanatory statement of the 37th Annual General Meeting of the Company scheduled to be held on **Friday, July 17, 2026 at 11.00 a.m. (IST)** through Video-Conferencing (VC)/Other Audio-Visual Means (OAVM). The said notice forms part of the Annual Report for the financial year 2025-26.

The Annual Report containing the Notice of the AGM is also available on the Company's website at the following link: www.kisangroup.com

You are requested to kindly take note of the same.

Thanking you,

Yours sincerely
For Kisan Mouldings Limited

Ranveer Kumar
Company Secretary & Compliance Officer

Encl.: as above

KISAN MOULDINGS LIMITED

(An ISO 9001:2015 Certified Company)

Regd. Off.: Tex Centre, K-wing, 3rd Floor, 26 'A' Chandivali Rd., Off. Saki Vihar Rd., Andheri (E), Mumbai – 400072

Customer Care Executive: Tel. No. 022 – 42009100 CIN: L17120MH1989PLC054305

Email: customercare@kisangroup.com Website: www.kisangroup.com

NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the 37th (Thirty-Seventh) Annual General Meeting (“AGM”) of the members of Kisan Mouldings Limited will be held on Friday, 17th July, 2026 at 11 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ajay Kumar Jain (DIN: 01052886), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) as the Statutory 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 37th Annual General Meeting (AGM) until the conclusion of the 42nd AGM of the Company to be held in the year 2031, on a remuneration of Rs. 5,00,000/- (Rupees Five Lakh only) per annum for the Financial Year ending 31st March, 2027 excluding out of pocket expenses and applicable taxes and for subsequent year(s) of their term, such remuneration as may be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matter and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. To approve the appointment of M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) as the Statutory Auditors of the Company to fill casual vacancy.

To consider and, if thought fit, pass the following resolution(s) as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and the Board of Directors at their meeting held on May 05, 2026, approval of the Members be and is hereby accorded for the appointment of M/s AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sen & Ray, Chartered Accountants (Firm Registration No. 303047E), with effect from May 07, 2026 and they shall hold office until the conclusion of the 37th Annual General Meeting of the Company, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matter and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

5. To appoint M/s. Kuldeep Dahiya & Associates, Company Secretaries 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 of the Companies Act, 2013 read with relevant rules and Regulation 24A of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and subject to the approval of the shareholders at the ensuing Annual General Meeting, M/s. Kuldeep Dahiya & Associates, Company Secretaries, be and are hereby appointed as Secretarial Auditors of the Company to hold office for a term of five consecutive years commencing from the conclusion of the ensuing Annual General Meeting till the conclusion of the 42nd Annual General Meeting to be held in the year 2031, on a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) per annum for the Financial Year ending 31st March, 2027 excluding out of pocket expenses and applicable taxes and for subsequent year(s) of their term, such remuneration as may be fixed and agreed by and between the said firm and the

Board of Directors / a Committee of Board/ any other delegate. at such remuneration and on such terms and conditions as may be mutually agreed between the Board of Directors and the said firm.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

6. To ratify the remuneration payable to the Cost Auditors for the Financial Year 2026-27.

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 other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and any other applicable law for the time being in force, total remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any, payable/paid to M/s. HMVN & Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000290), the Cost Auditors appointed by the Board of Directors on the recommendation of the Audit Committee to conduct the audit of the cost accounting records of the Company for the financial year 2026-27, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things and take all such steps as may be considered

necessary, proper or expedient to give effect to this resolution."

7. To approve material related party transactions with holding Company Apollo Pipes Limited

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, read with rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary and the Company's Policy on Related Party Transactions and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the following transaction(s) to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), notwithstanding that such transactions may exceed 10% of the Annual Consolidated Turnover of the Company as per the last audited financial statements of the company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arms' length basis, during the financial years as mentioned in the explanatory statement:

Sr. No.	Nature of Transactions	Maximum Value (₹ in Crores)
1.	Purchase of raw materials, consumables, finished goods and capital equipment/assets	75.00
2.	Sale of goods (Pipes & Fittings, Tubes & structures etc.)	30.00
3.	Loan/guarantee/surety/indemnity/comfort letter transactions	200.00
4.	Payment of rent for use of Premises of Holding Company	0.12
5.	Receipt of rent for leasing of Premises to Holding Company	0.12

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

8. To consider and approve the change in designation of Mr. Arun Agarwal (DIN: 10067312) from Non-Executive Non-Independent Director to Managing Director 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 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for

the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for change in designation of Mr. Arun Agarwal (DIN: 10067312) from Non-Executive Non-Independent Director to Managing Director of the Company and his appointment as Managing Director of the Company, liable to retire by rotation, for a period of three (3) years with effect from June 01, 2026, on the terms and conditions, including remuneration, as set out in the explanatory statement.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution."

By order of the Board of Directors
For **Kisan Mouldings Limited**

Ranveer Kumar
Company Secretary
ACS - 76084

Registered Office:

26 'A', 3rd Floor, K-wing, "Tex Centre",
Chandivali, Off Saki Vihar Road,
Andheri (East), Mumbai – 400 072

Date: June 22, 2026

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") has, vide Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and other applicable circulars including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (MCA) (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), AGM shall be convened through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, the 37th AGM of the Company is being held through VC and Members are requested to attend and participate in the ensuing AGM through VC only.
3. The Company has appointed M/s. MUFG Intime India Limited ("MUFG"), Registrar and Transfer Agents ("RTA") of the Company, to provide the facility for voting through remote e-Voting, for participating in the AGM through VC / OAVM and e-Voting (Insta Poll) during the AGM.
4. Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a) Members can attend the AGM through login credentials provided to them for this purpose. Physical attendance of the Members at the AGM venue is not required and accordingly attendance slip is not annexed to this Notice.
 - b) Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.
 - c) However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
5. Since the AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, Regulation 44 of the SEBI Listing Regulations and applicable circulars, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means ("e-Voting") and the business may be transacted through e-Voting services facilitated by MUFG Intime India Private Limited. Members shall have the option to vote electronically either before the AGM ("remote e-Voting") or during the AGM. More details are provided under the section "Procedure and instructions for remote e-Voting and e-Voting during the AGM" of this Notice.
7. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI etc.) and custodian are required to log on to e-voting system of MUFG: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/Mutual Fund/Corporate Body'. Corporate/Institutional Members also required for sending their Authorized Representative to attend the AGM are requested to send certified copy of Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.
8. The Notice of the AGM along with Annual Report FY 2025-26 of the Company is being sent only by electronic mode to those members whose email addresses are registered with Company/Depositories in accordance with the aforesaid MCA Circulars and Circulars issued by SEBI dated January 05, 2023. Any Member/s requiring the hard copy of Annual Report may kindly send an email from the registered email id at or send a duly signed request in original at the registered office of the Company mentioned above.
9. Members may note that the Notice of AGM will also be available on the Company's website www.kisangroup.com and website of BSE Limited at www.bseindia.com
10. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In accordance with SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2025/97 dated July 02, 2025, and SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated January 30, 2026, other applicable circulars, a special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain

under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged. Members holding shares in physical form and who wish to avail of this facility may contact the Company's Registrar and Share Transfer Agent (RTA) at <https://in.mpms.mufg.com/> for further assistance and details.

DISPATCH OF NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

Pursuant to the relevant Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose email address is registered with the MUGF Intime India Private Limited / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL").

Members may note that the Notice and Annual Report for the financial year 2025-26 is also available on the Company's website at

<https://www.bseindia.com/stock-share-price/kisan-mouldings-ltd/kisan/530145/corp-announcements>, website of the Stock Exchanges, i.e., BSE Limited ("BSE") at www.bseindia.com and on the website of Company's RTA, MUGF Intime India Private Limited at www.in.mpms.mufg.com

I. Procedure for joining the AGM through VC / OAVM:

- 1) Members will be able to attend the AGM through VC / OAVM at <https://instameet.in.mpms.mufg.com> by using their e-Voting login credentials.
- 2) 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 AGM Notice.
- 3) Members may join the AGM through VC / OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 a.m. (Indian Standard Time) i.e., 30 minutes before the time scheduled for start of the AGM and shall be kept open throughout the proceedings of the AGM.
- 4) Members may note that the VC / OAVM facility, provided by MUGF Intime India Private Limited, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Institutional Members are encouraged to participate at the AGM through VC / OAVM.
- 5) Attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of

the Act.

- 6) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox.
- 7) Members are requested to use Internet with good speed to avoid any disturbance during the meeting. Members 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.
- 8) Members will be required to grant access to camera and microphone to enable two-way video conferencing.
 - a. Members will be provided with InstaMeet facility wherein members shall register their details and attend the AGM as under:

A. Process and manner for Attending the AGM 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 MUGF Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the 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 [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 panelist 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 panelist 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 the link for e-Voting "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.

B. Procedure and Instructions for Members for remote e-voting during the AGM:-

- a) Remote e-voting period will commence on Tuesday, July 14, 2026 at 09:00 a.m (IST) and end on Thursday, July 16, 2026 at 05:00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in Dematerialised form, as on the cut-off date Friday, July 10, 2026 may cast their vote by remote e-voting. The remote e-voting module may be disabled by MUFG Intime India Private Limited for voting thereafter.
- b) A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
- c) The Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- d) The details of the process and manner for remote e-voting are explained herein below:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, 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 IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- 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.
- Click on "MUFG In Time" 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:

- To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

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



METHOD 2 – NSDL e-voting website

- Visit URL: <https://www.evoting.nsd.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- 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.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 – NSDL OTP based login

- Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotingnlogin.jsp>
- Enter your 8 – character DP ID, 8 – digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG In Time" 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 registered with CDSL Easi/ Easiest facility

METHOD 1 – CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- 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 In Time. Click on "MUFG In Time" 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:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 – CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- 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 In Time. Click on “MUFG In Time” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

- 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.

Post successful authentication, click on “MUFG In Time” 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 to 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:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

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

InstaVote USER ID	NSDL	User ID is 8 Charecter 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

Shareholders not registered for INSTAVOTE facility:

- e) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. 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.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. 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

‘D’ 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 ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. 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)

InstaVote USER ID	NSDL	User ID is 8 Charecter 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

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](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered_email address](mailto: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.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) 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'.
- f) 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.mufig.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.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending 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:

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

- 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".

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

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".

C. Other guidelines for Members

1. 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 of July 10, 2026.
2. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on July 10, 2026 ("Cut-off date"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

3. The Board of Directors has appointed M/s. Jatin Gupta & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. July 10, 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or to any other person authorised by the Board, who shall counter-sign the same and declare the result of the voting forthwith. The result of e-Voting will be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.kisangroup.com and on the website of MUFG Intime India Private Limited at: <https://instavote.linkintime.co.in> and shall be communicated to BSE. The Scrutinizer's decision on the validity of the vote shall be final and binding.
4. The Register of Directors and Key managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, Register of Contracts or Arrangements maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode, basis the request being sent on cs.kisan@kisangroup.com
5. The results declared along with the report of the scrutinizer shall be placed on the website of the Company: www.kisangroup.com/investorrelations/annualreport.php and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately communicated to the BSE Limited, Mumbai.
6. Additional Information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment/reappointment at the AGM, forms part of this Notice.
7. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e., July 17, 2026.
8. Pursuant to the MCA Circulars and SEBI Circular, Notice of the AGM is being sent only by email to the Members. Therefore Members are requested to intimate e-mail address is not registered with the Company/Depository Participants and who wish to receive the Notice of AGM and all other communications send by the Company from time to time, can get their email address registered

by following steps given below:-

- a. For members holding shares in physical form, please send scan copy of a signed request letter mentioning folio number, complete address, email address to be registered along with scanned self-attested copy of PAN and any other document (such as Driving license, Passport, Bank Statement, Aadhar) Supporting the registered address of the member, by email to the Company's email address cs.kisan@kisangroup.com
- b. For members holding shares in Demat form, please update your email address through your respective Depository Participants.

D. INSTRUCTIONS TO FURNISH/UPDATE PAN, BANK ACCOUNT, KYC AND NOMINATION DETAILS

SEBI vide Master Circular for Registrars to an Issue and Share Transfer Agents dated 23rd June, 2025 has mandated all physical shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Postal address with PIN, Bank Account Details & Specimen Signature) to the Company. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT).

Shareholders are requested to submit their PAN, KYC and nomination details to the Companies RTA, MUFG Intime India Private Limited, at www.in.mpms.mufg.com. The forms for updating the same are available at www.kisangroup.com/pdf/Investor%20Relations/Investor%20information/Form%20ISR-1.pdf Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. Shareholders can register/update the contact details by submitting the requisite ISR-1 Form along with the supporting documents. ISR-1 Form can be obtained from the following link: www.in.mpms.mufg.com

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

In case of holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhar before June 30, 2023, in accordance with SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividends) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/ the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibition) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002.

E. GENERAL INSTRUCTIONS/ADVISORY

1. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has clarified that listed companies, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests, the format of which is available on the website of 'MUFG' website at <https://www.in.mpms.mufg.com> Further, to eliminate all risks associated with physical shares and for ease of portfolio management and improved liquidity, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.
2. Disputes resolution mechanism for physical shareholders:
SEBI has prescribed a Standard Operating Procedures (SOP) for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/ Investor(s). Further Shareholders holding shares in physical form can file for arbitration with Stock Exchange in case of any dispute against the Company or
MUFG Intime India Private Limited on delay or default in processing any request, as per SEBI Circular no. SEBI/HO/OIAE/2023/03391 dated 27th January 2023. The Arbitration Mechanism shall be initiated post exhausting all actions for resolution of complaints, including through SEBI SCORES Portal. For more details, please refer the websites of the Stock Exchanges – BSE – www.bseindia.com
3. Members who are holding physical shares in identical order of names in more than one folio are requested to send to MUFG Intime India Private Limited, the details of such folios together with the share certificates and requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
4. Members holding shares in electronic form are requested to provide their e-mail address, details relating to nomination, mobile number and bank details to their DPs, in case the same are not updated.

5. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical mode and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's RTA at <https://www.in.mpms.mufg.com> > Resources > Downloads > KYC > Formats for KYC. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
9. Members may also note that the Notice of the 37th Annual General Meeting and the Integrated Annual Report 2025-2026 will also be available on the Company's www.kisangroup.com website of the Stock Exchange i.e BSE at www.bseindia.com and on the website of MUFG Intime India Private Limited i.e www.in.mpms.mufg.com
10. Members are requested to make all correspondence in connection with shares held by them by sending an email to the Company Secretary at cs.kisan@kisangroup.com or to MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/helpdesk/service_request.html quoting their Folio number or their Client ID and DP ID, as the case may be.

By order of the Board of Directors

For Kisan Mouldings Limited

Ranveer Kumar
Company Secretary
ACS – 76084

Registered Office:
26 'A', 3rd Floor, K-wing, "Tex Centre",
Chandivali, Off Saki Vihar Road,
Andheri (East), Mumbai – 400 072

Date: June 22, 2026

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF SEBI (LODR) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Businesses mentioned in the accompanying Notice:

ITEM No. 3 & 4

The members of the Company at 32nd Annual General Meeting held on September 30, 2022 had appointed M/s. Sen & Ray, Chartered Accountants (Firm Registration No. 303047E), as the Statutory Auditors of the Company for period of five years (i.e., from FY 2022–23 to 2026–27).

M/s. Sen & Ray, Statutory Auditors, vide their letter dated April 29, 2026 submitted resignation to the Board of Directors on account of their other commitments and assignments effective from May 06, 2026. The outgoing Statutory Auditors have submitted the Audit Report on the financial statements of the Company for the quarter and year ended March 31, 2026 at the meeting of Board of Directors held on May 05, 2026, as per provisions of the SEBI Circular No. CIR/CFD/ CMD1/114/2019 dated October 18, 2019.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy in the office of Statutory Auditors is required to be filled by the Board of Directors within 30 days, subject to approval of shareholders within three months of such appointment.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 05, 2026, has appointed M/s AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sen & Ray, Chartered Accountants, to hold office until the conclusion of the 37th Annual General Meeting of the Company, subject to the approval of the Members.

M/s. AKGVG & Associates, Chartered Accountants, being eligible under section 139(1) and other applicable provisions, if any, of the Act, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Act.

M/s. AKGVG & Associates are also the Statutory Auditors of Apollo Pipes Limited, the Holding Company, which would facilitate better coordination, consistency in audit approach, and improved consolidation processes across the group.

In order to ensure continuity in the audit function and to maintain consistency and alignment at the group level, it is further proposed to appoint M/s. AKGVG & Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting to be held in the year 2031, at such remuneration as may be determined by the Board of Directors.

Profile: M/s. AKGVG & Associates was established in 2002 and is registered with the Institute of Chartered Accountants of India (ICAI), with its head office at E-1, Prashant Vihar, Rohini, New Delhi–110085. The firm is empaneled with the Comptroller & Auditor General of India (CAG), recognized as a Category I audit firm with the Reserve Bank of India, and also empanelled as an Official Liquidator with the High Court of Delhi.

The firm provides professional services including audit & assurance, taxation, risk advisory, valuations, forensic audit, and management consultancy. The firm has 23 Partners and over 450 professionals operating from 9 offices in India, along with an international presence in Dubai. It serves several reputed corporates, public sector undertakings, and listed entities across sectors.

Terms and Conditions of Appointment and Remuneration:

a) Term of appointment:

For a term of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting to be held in the year 2031.

b) Proposed Remuneration

Up to ₹ 5 Lakhs, plus applicable taxes and reimbursement of out-of-pocket expenses, for conducting the statutory audit for the financial year ending March 31, 2027. For the subsequent year(s) of their term, remuneration shall be such as may be fixed and agreed between the said firm and the Board of Directors / Audit Committee or any other authorised person(s).

The remuneration payable to M/s. AKGVG & Associates, Chartered Accountants has been fixed keeping in view their professional competence, experience and industry standing, and is considered commensurate with industry practice. The fees for certifications and other professional services, if any, shall be payable separately in addition to the statutory audit fee mentioned above.

The proposed remuneration has been determined after considering the scope of audit, size and complexity of the Company's operations, industry benchmarks and the efficiencies arising from the proposed auditors also being the Statutory Auditors of the Holding Company.

The remuneration proposed for M/s AKGVG & Associates is lower than that paid to the outgoing auditors, primarily due to operational efficiencies and synergies arising from the auditors' familiarity with the business and group structure, while continuing to ensure compliance with applicable auditing standards and regulatory requirements.

Basis of Recommendation

Based on the eligibility criteria and qualifications prescribed under the Companies Act, 2013, applicable Rules and SEBI Listing Regulations, and after evaluating their professional competence, audit experience, independence, peer review status, industry expertise and past quality of audit work, the Board is of the opinion that M/s. AKGVG & Associates possesses the necessary professional competence to serve as the Statutory Auditors of the Company.

Pursuant to the provisions of Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company has received written consent from M/s. AKGVG & Associates to act as Statutory Auditors along with a certificate confirming that they satisfy the eligibility criteria prescribed under the Act and the Rules framed thereunder.

As required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the firm has further confirmed that it holds a valid certificate issued by the Peer Review Board of ICAL.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 and 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 and 4 of the accompanying Notice.

Item No.: 5

The members of the Company at 36th Annual General Meeting held on September 25, 2025 had appointed M/s. Nidhi Bajaj & Associates, Practising Company Secretaries (ACS: 28907, COP: 14596, Peer Review Certificate No. 2458/2022), as the Secretarial Auditors of the Company for a period of five years (i.e., from FY 2025-26 to 2030-31).

M/s. Nidhi Bajaj & Associates, Secretarial Auditors, vide their letter dated April 29, 2026 submitted resignation to the Board of Directors on account of their preoccupations in other assignments. The Secretarial Audit Report for the financial year ended March 31, 2026 has been issued by M/s. Nidhi Bajaj & Associates in Form MR-3.

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as notified by SEBI Notification dated December 12, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed company is required to appoint a Secretarial Auditor to carry out a secretarial audit.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 05, 2026, has approved the appointment of M/s. Kuldeep Dahiya & Associates, Practising Company Secretaries, a peer-

reviewed firm, as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from FY 2026-27 to FY 2030-31, subject to approval of the Members.

Profile: M/s. Kuldeep Dahiya & Associates, is a well-established and reputed firm of Practising Company Secretaries, having extensive experience in Secretarial Audit, Corporate Laws, Securities Laws, RBI and FEMA-related compliances, and other regulatory frameworks. The firm is peer-reviewed and has developed robust capabilities in managing complex compliance requirements for listed entities across diverse industries.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

For a term 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 42nd AGM to be held in year 2031.

b) Proposed Remuneration:

Up to Rs. 25,000/- (Rupees Twenty Five Thousand Only), plus applicable taxes and out-of-pocket expenses for conducting secretarial audit for Financial Year ending March 31, 2027. For subsequent year(s) of their term, such remuneration as may be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate. The remuneration payable to M/s. Kuldeep Dahiya & Associates, Secretarial Auditors, has been fixed keeping in view their knowledge, expertise, industry experience, and the time and efforts required. In addition to the Secretarial Audit, the firm may also be engaged, as approved by the Board, to provide other professional services such as certifications and legal opinions, which are in the ordinary course of business and compliant with regulatory provisions. The fees for such certifications and other professional services, if any, shall be payable separately in addition to the Secretarial Audit fees mentioned above.

The proposed remuneration is lower than that paid to the outgoing Secretarial Auditor and has been determined after discussions with the proposed Secretarial Auditor, taking into consideration

the scope of engagement, professional assessment of the audit requirements, and prevailing market practices.

c) Basis of recommendations:

Based on the eligibility criteria and qualifications prescribed under the Companies Act, 2013, applicable Rules, and SEBI Listing Regulations, and after evaluating their professional competence, secretarial audit experience, independence, industry expertise, and past quality of audit work, the Board is of the opinion that M/s. Kuldeep Dahiya & Associates, Practising Company Secretaries, possesses the

necessary professional competence to serve as the Secretarial Auditors of the Company. M/s. Kuldeep Dahiya & Associates have given their confirmation of eligibility and that they are not disqualified from being appointed as Secretarial Auditors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Item No.: 6

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and have such records audited by a Cost Auditor.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. HVMN & Associates, Cost Accountants, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026–27, at a remuneration to be determined by the Board of Directors, subject to ratification by the shareholders.

The appointment of M/s. HVMN & Associates is considered appropriate in view of their professional experience in conducting cost audits and related assignments. The Company has received consent from the said firm confirming that they are eligible for appointment as Cost Auditors and are not disqualified under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors is required to be ratified by the members of the Company. Accordingly, the remuneration payable to M/s. HVMN & Associates, Cost Accountants, is placed before the Members for ratification.

Accordingly, the Board recommends the ratification of the

proposed remuneration payable to M/s. HVMN & Associates as set out in Item No. 6 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Item No.: 7

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Companies Act, 2013, material related party transactions require prior approval of the Members by way of an Ordinary Resolution, irrespective of whether such transactions are in the ordinary course of business and/or on an arm's length basis.

A transaction is considered material under Regulation 23(1) read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceed the prescribed materiality thresholds. For a listed entity having an annual consolidated turnover of up to ₹20,000 crore, a related party transaction shall be considered material if it exceeds 10% of the annual consolidated turnover.

The Company proposes to enter into certain transactions in one or more tranches with its Holding Company, Apollo Pipes Limited, which, when aggregated, are expected to exceed the materiality threshold as prescribed under the Act and the SEBI Listing Regulations.

Accordingly, pursuant to the recommendation of the Audit Committee and the Board of Directors at their respective meetings held on 5th May 2026, the approval of the Members is being sought by way of an Ordinary Resolution for the following proposed Material Related Party Transactions between the Company and with its Holding Company, Apollo Pipes Limited, to be carried in specified period mentioned in below table in the ordinary course of business and on an arm's length basis.

Sr. No.	Nature of Transactions	Maximum Value (₹ in Crores)
1.	Purchase of raw materials, consumables, finished goods and capital equipment/assets	75.00
2.	Sale of goods (Pipes & Fittings, Tubes & structures etc.)	30.00
3.	Loan/guarantee/surety/indemnity/comfort letter transactions	200.00
4.	Payment of rent for use of Premises of Holding Company	0.12
5.	Receipt of rent for leasing of Premises to Holding Company	0.12

Minimum Information to be provided to the shareholders for approval of Material RPTs:

Pursuant to the applicable provisions of the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and the Industry Standards on "Minimum Information to be Provided to Shareholders for Approval of Related Party Transactions", the requisite details of the proposed Material Related Party Transactions are provided below:

Minimum Information for the Proposed Related Party Transaction				
Sr. No.	Particulars of the information	Information provided by the management		
A(1)	Basic details of the related party			
1.	Name of the related party	Apollo Pipes Limited		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	PVC Pipe Manufacturer		
A(2)	Relationship and ownership of the related party			
1.	Relationship between the listed entity /subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Apollo Pipes Limited, a BSE & NSE Listed company, located at Noida (U.P.), is the Holding Company of Kisan Mouldings Limited ("KML"). APL holds 61.94% stake in KML.		
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company does not have any shareholding, whether direct or indirect, in the related party.		
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable		
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary.	Related Party holds 61.94% of paid-up capital as on 31st March, 2026		
A(3)	Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Year	Nature of transaction	Amount (Rs. In Crores)
		2025-26	Sale of goods (Pipes & Fittings, Tubes & structures etc.)	4.21
		2025-26	Purchase of Stock in Trade	28.41
		2025-26	Transactions relating to Granting/ providing of loan, guarantee, surety, indemnity, or comfort letter in connection with business operations.	50

Minimum Information for the Proposed Related Party Transaction

Sr. No.	Particulars of the information	Information provided by the management		
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	-		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	-		
A(4)	Amount of the proposed transaction			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 305.24Crores		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	122.06%		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	27.63%		
6.	Financial performance of the related party for the immediately preceding financial year:	Sr. No.	Particulars	FY 2025-2026 (in ₹ Crore)
		1.	Turnover	887.44
		2.	Profit After Tax	12.18
		3.	Net Worth	844.77

Minimum Information for the Proposed Related Party Transaction

Sr. No.	Particulars of the information	Information provided by the management
A(5)	Basic details of the proposed transaction	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase and sale of goods, financial assistance (loan /guarantee /surety/ indemnity), and leasing transactions including payment and receipt of rent.
2.	Details of each type of the proposed transaction	1.Purchase of raw materials, consumables, finished goods and capital equipment/assets: 75 Cr. 2. Sale of goods (Pipes & Fittings, Tubes & structures etc.): 30 Cr. 3.Loan/guarantee/surety/indemnity/comfort letter transactions: 200 Cr. 4. Payment of rent for use of Premises of Holding Company: 0.12 Cr. 5. Receipt of rent for leasing of Premises to Holding Company: 0.12 Cr.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Rs. 305.24 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Since KML is a subsidiary of the Company and engaged in similar business activities, the proposed transactions are in the ordinary course of business and at competitive pricing. These transactions support the Company's principal business operations, provide a ready market for purchase and sale of goods, and are in the overall interest of the Company. The Audit Committee has reviewed the relevant details and approved the transactions.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	Name of the Director/KMP	Mr. Arun Agarwal & Mr. Ajay Kumar Jain
	Shareholding of the director / KMP, whether direct or indirect, in the related party	1.29%

Minimum Information for the Proposed Related Party Transaction

Sr. No.	Particulars of the information	Information provided by the management
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making	None.
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2.	Basis of determination of price.	The proposed transactions relating to the sale, purchase or supply of goods, raw materials, consumables, finished goods, pipes, fittings, tubes, structures, and other similar business transactions are integral to the operational and business requirements of the Company and are undertaken in the ordinary course of business. The pricing of such transactions shall be determined based on the Cost Plus Margin Method, where the total cost of production is identified and marked up by a margin consistent with third-party.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	Nil
	b. Tenure	Nil
	c. Whether same is self-liquidating?	Nil
B(6)	Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No

Minimum Information for the Proposed Related Party Transaction

Sr. No.	Particulars of the information	Information provided by the management
2.	Basis of determination of price.	The consideration for sale of capital equipment/assets, if any, shall be determined on an arm's length basis after considering relevant factors such as the age, condition, residual useful life, replacement cost, market quotations for similar assets and other commercially relevant parameters.
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	The enabling approval is being sought to provide operational flexibility and to ensure that, should any such requirement arise during the year, the Company is in a position to act promptly without waiting for fresh shareholder approval, while remaining fully compliant with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not Applicable
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	
	a. Expected impact on turnover	No material impact on the turnover, net worth or net profits of the Company is expected.
	b. Expected impact on net worth	
	c. Expected impact on net profits	
C(5)	Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	There have been no transactions during the preceding twelve months requiring disclosure under this head.
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No.
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No.

Minimum Information for the Proposed Related Party Transaction

Sr. No.	Particulars of the information	Information provided by the management
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

The Audit Committee has reviewed the certificate provided by the Chief Financial Officer and the Chairman & Managing Director of the Company as required under the RPT Industry Standards.

The Board of Directors of the Company recommends the resolution set out at Item No. 7 for approval of the Members as an Ordinary Resolution.

Except Mr. Arun Agarwal and Mr. Ajay Kumar Jain, in their capacity as Joint Managing Director and Chief Financial officer of Apollo Pipes Limited and/or their relatives (to the extent of their shareholding, if any), none of the other Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

Item No.: 8

Mr. Arun Agarwal (DIN: 10067312) was appointed as a Non-Executive Non-Independent Director of the Company with effect from March 26, 2024. He is presently serving as Whole-time Director designated as Joint Managing Director of Apollo Pipes Limited, the Holding Company, since March 14, 2023, and draws remuneration from the Holding Company for his services.

Based on the recommendation of the Nomination and Remuneration Committee and considering his experience, leadership capabilities and familiarity with the Company's operations and governance framework, the Board of Directors has approved the change in designation of Mr. Arun Agarwal from Non-Executive Non-Independent Director to Managing Director of the Company and his appointment as Managing Director for a period of three (3) years with effect from June 01, 2026, liable to retire by rotation, subject to approval of the shareholders of the Company and such other approvals as may be required.

Mr. Arun Agarwal is a Chartered Accountant with over 25 years of experience in handling varied business operations. He also serves on the Board of Apollo Pipes Limited as Joint Managing Director. Under his leadership, Apollo Pipes Limited has undertaken significant growth initiatives through new projects and expansion into new business verticals, strengthening its geographical reach and business scale. Prior to joining Apollo Pipes Limited, he worked with APL Apollo Tubes Limited for 14 years, where he last held the position of Chief Operating Officer and was responsible for overseeing operations of multiple manufacturing plants and strategic business initiatives.

In his capacity as Managing Director, Mr. Arun Agarwal will, inter alia, be responsible for business growth and market development, operational efficiency, leadership and talent development, financial performance, strengthening market presence and institutional sales, and providing strategic oversight to ensure strong corporate governance and alignment with shareholder interests.

Term:

Three (3) years with effect from June 01, 2026, liable to retire by rotation.

Remuneration:

Mr. Arun Agarwal shall not draw any remuneration from the Company for his services as Managing Director. He shall continue to draw remuneration from the Holding Company, Apollo Pipes Limited, where he serves as Whole-time Director designated as Joint Managing Director.

Mr. Arun Agarwal satisfies the conditions specified under Section 196(3) of the Companies Act, 2013 read with Part I of Schedule V of the Companies Act, 2013 for appointment as Managing Director. The Company has received necessary disclosures, declarations and confirmations from him, including confirmation that he is not disqualified from being appointed as Director under the provisions of the Companies Act, 2013 and is not debarred from holding the office of Director by SEBI or any other statutory authority.



KISAN MOULDINGS LIMITED

Regd. Off.: Tex Centre, K-wing, 3rd Floor, 26 'A' Chandivali Rd.,
Off. Saki Vihar Rd., Andheri (E), Mumbai – 400072
Customer Care Executive: Tel. No. 022 – 42009100 CIN: L17120MH1989PLC054305
Email: customer-care@kisangroup.com **Website:** www.kisangroup.com



In terms of the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is sought for change in designation and appointment of Mr. Arun Agarwal as Managing Director of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

Except Mr. Arun Agarwal and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

**By order of the Board of Directors
For Kisan Mouldings Limited**

Ranveer Kumar
Company Secretary
M. No. : ACS – 76084
Registered Office:
26 'A', 3rd Floor, K-wing, "Tex Centre",
Chandivali, Off Saki Vihar Road,
Andheri (East), Mumbai – 400 072

Place: Mumbai
Date: June 22, 2026

Annexure- A

The Statement containing Additional Information as required under Schedule V to the Companies Act, 2013:

General Information					
I	Particulars of the information	Information provided by the management			
1.	Nature of Industry	The Company offers plastic pipe fittings, sprinkler system, and solvent cement. Apollo Pipes serves civil infrastructure, industrial, agriculture, building, and construction industries in India.			
2.	Date or expected date of commencement of commercial production	The Company is already engaged in production since its incorporation.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators			Rs. In Crores	
		Particulars	FY 2025-26	FY 2024-25	FY 2023-24
		Total Revenue	250.07	273.35	268.01
		Total Expenses	260.91	270.37	301.12
		PBT	(7.38)	3.47	58.23
		PAT	(7.38)	3.47	58.23
5.	Foreign investments or collaborators, if any	As on March 31, 2026, the Company had 0.54% foreign shareholding, however, the Company do not have any foreign direct investment or made any such foreign collaboration.			

Information about the appointee		
II	Particulars	Mr. Arun Agarwal
1.	Background details	As detailed in explanatory statement to Item No. 8.
2.	Past Remuneration	As detailed in explanatory statement to Item No. 8.
3.	Recognition or award	-
4.	Job profile and his suitability	As detailed in explanatory statement to Item No. 8

Information about the appointee		
II	Particulars	Mr. Arun Agarwal
5.	Remuneration proposed	Details of proposed remuneration is provided in the respective resolutions read with explanatory statements thereto.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Not applicable, as Mr. Arun Agarwal will not draw any remuneration from the Company.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except for holding office as Director and being part of the promoter/promoter group of the Holding Company, Mr. Arun Agarwal has no pecuniary relationship with the Company and is not related to any managerial personnel of the Company.
III	Other Information	
1.	Reasons of loss or inadequate profits	Factors like dynamic economic situation, weak demand, reduced liquidity in the market, increase in price of raw material, low selling price etc. may impact the performance of the Company leading to a situation of inadequacy of profit. The Company is passing a Special Resolution pursuant to the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.
2.	Steps taken or proposed to be taken for improvement	The Company is continuously evaluating the market and other factors affecting its business and accordingly adopting different strategies including but not limited to cost reduction initiatives along with revenue enhancement initiatives.
3.	Expected increase in productivity and profits in measurable terms	The management has taken concrete steps to improve overall business growth and profitability. The results of the above initiatives are expected to improve Company's performance and profitability.

Annexure- B

The brief resume and other information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2, in relation to appointment/re-appointment of the Directors at the 37th AGM, is as under:

Name of Director	Mr. Arun Agarwal	Mr. Ajay Kumar Jain
Designation	Managing Director	Non-Executive, Non-Independent Director
Date of Birth (Age)	July 07, 1975, 50 Years	March 21, 1970, 55 years
Director Identification Number (DIN)	10067312	01052886
Nationality	Indian	Indian
Date of first appointment on the Board	March 26, 2024.	March 26, 2024
Nature of expertise in specific functional areas	Management, Finance & Operations	Management, Finance & Operations
Qualification and Brief Profile	Mentioned in Explanatory statement item No.8	Chartered Accountant
Shareholding in the Company directly or as beneficial holder	Nil	Nil
Terms and conditions of appointment/re-appointment	Appointment as Managing Director for a period of three (3) years with effect from June 01, 2026, liable to retire by rotation, without remuneration from the Company.	Appointment pursuant to retire by rotation. The terms & Conditions of his re-appointment shall remain the same as those applicable to him prior to such re-appointment.
Details of remuneration sought to be paid and the remuneration last drawn by such persons	Mr. Arun Agarwal shall not draw any remuneration from the Company as Managing Director and will continue to draw remuneration from the Holding Company, Apollo Pipes Limited; he did not draw any remuneration from the Company in his earlier capacity as Non-Executive Non-Independent Director.	Mr. Ajay Kumar Jain shall not draw any remuneration from the Company as Non-Executive, Non-Independent Director and will continue to draw remuneration from the Holding Company, Apollo Pipes Limited.
Directorships held in other companies	SG Mart Limited Apollo Pipes Limited SG Super 101 private Limited	1.KML Tradelink Private Limited 2.Divya Builders and contractors Private Limited 3.M R R Consultants Private Limited
*Membership / Chairmanship of Committee(s) of other Companies:	Nil	Nil

Relationship with other Directors, Manager and Key Managerial Personnel of the company	Nil	Nil
Number of meetings of the Board attended during the F.Y-2025-26	4	4
Listed entities from which the person has resigned in the past three years	Nil	Nil

*Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.