Date: 27.08.2026

To, Manager (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	To, The Manager National Stock Exchange of India Limited Exchange Plaza, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051
Scrip Code: 507528	**SYMBOL: KUNDANMM**

Subject: Notice convening the 59th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice for Convening 59th Annual General Meeting (AGM) of the Company to be held on Tuesday, the 22nd day of September 2026 at 12:30P.M. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

The Notice of the 59th AGM is available on the website of the Company at www.kundanmineralsandmetals.com

Kindly take the above on records.

Thanking you

Yours faithfully

FOR KUNDAN MINERALS AND METALS LIMITED

SONICA VERMA

Digitally signed by SONICA VERMA
Date: 2026.08.27 20:39:50 +05'30'

Sonica Verma

Company Secretary and Compliance Officer

Enclosure: Notice of AGM

NOTICE

Notice is hereby given that the 59th Annual General Meeting of the members Kundan Minerals and Metals Limited will be held on Tuesday, 22nd September 2026 at 12:30 P.M. through video conferencing to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1-ADOPTION OF FINANCIAL STATEMENTS
To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2-APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRE BY ROTATION
To re-appoint Mr. Siddharath Gogia (DIN: 07202627), Director of the Company, who retires by rotation and being eligible, has offered himself for re-appointment.

ITEM NO. 3-APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRE BY ROTATION
To re-appoint Mr. Deepak Gupta (DIN: 06643918), Director of the Company, who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 4-APPOINTMENT OF MS. PRIYA KHANDELWAL (DIN: 11790072), AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and, if thought fit, approve the appointment of Ms. Priya Khandelwal (DIN: 11790072) as Non-Executive - Independent Director of the Company to hold office for a first term of consecutive 5 (five) years upto 12th August, 2031 and to pass, with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Ms. Priya Khandelwal (DIN: 11790072), who was appointed as an Additional Director (Non-Executive - Independent) by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from 13th August, 2026 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive - Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of consecutive 5 (five) years up to 12th August,2031

RESOLVED FURTHER THAT 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 the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.

ITEM NO. 5 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY BY KUNDAN MINERALS AND METALS 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 the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transaction(s) as amended from time to time and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby given their consent and authorized the Board of Directors for carrying out Material and /or including the ratification of any past transactions or modification(s) of earlier arrangements/ transactions or continuing with such material contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise for each nature separately), entered or proposed to be entered during the financial year 2026-2027 and 2027-2028 and subsequent year, in the nature of sale, purchase or supply of any goods or materials, availing or rendering of any services, jobwork which are in the Ordinary course of business and on arm's length basis between the Kundan Minerals and Metals Limited and the related parties as explained in explanatory statement and minimum industry disclosure , for an aggregate value, in a financial year, not exceeding as mentioned in explanatory statement for the financial year 2026-2027 and 2027-2028 and subsequent year being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/transactions or as fresh and independent transaction(s) or otherwise, and thereafter, on such terms and conditions as decided by the Board of Directors keeping in mind the best interest of the company and agreed by the related party more particularly enumerated in the Explanatory statement annexed to this Notice as mentioned hereunder.

RESOLVED FURTHER THAT the Executive Directors and/or the Company Secretary and /or Chief Financial officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

ITEM NO. 6 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY BY KUNDAN CONCENTRATES PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY)

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transaction(s) as amended from time to time and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby given their consent and authorized the Board of Directors for carrying out Material and /or including the ratification of any past transactions or modification(s) of earlier arrangements/ transactions or continuing with such material contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise for each nature separately), entered or proposed to be entered during the financial year 2026-2027 and 2027-2028 and subsequent year, in the nature of sale, purchase or supply of any goods or materials, availing or rendering of any services, jobwork which are in the Ordinary course of business and on arm's length basis between the Kundan Concentrates Private Limited (Wholly owned Subsidiary) and the related parties as explained in explanatory statement and minimum industry disclosure, for an aggregate value, in a financial year, not exceeding as mentioned in explanatory statement for the financial year 2026-2027 and 2027-2028 and subsequent year, being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/transactions or as fresh and independent transaction(s) or otherwise, and thereafter, on such terms and conditions as decided by the Board of Directors keeping in mind the best interest of the company and agreed by the related party more particularly enumerated in the Explanatory statement annexed to this Notice as mentioned hereunder.

RESOLVED FURTHER THAT the Executive Directors and/or the Company Secretary and /or Chief Financial officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

ITEM NO. 7 TO CONSIDER AND APPROVE THE LOANS AND ADVANCES WITH RELATED PARTY UNDER SECTION 185, READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 185, read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 2(1)(zb) of the Listing Regulations, and being material related party transaction, consent of the members be and is hereby accorded 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), for giving loan(s), advances, provide security or guarantee to M/s Gogia Leasing Limited upto an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) at single point of time in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Executive Directors and/or the Company Secretary and /or Chief Financial officer of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

ITEM NO. 8 TO CONSIDER AND APPROVE THE LOANS TAKEN FROM RELATED PARTY UNDER SECTION 180 (1) (C), READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 180 (1) (c), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 2(1)(zb) of the Listing Regulations, and being material related party transaction, consent of the members be and is hereby accorded 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), for loan taken from related parties namely M/s Gogia Leasing Limited and Mr. Vidit Garg upto an aggregate amount not exceeding Rs. 1500 Crores (Rupees One Thousand and Five Hundred Crores Only) at single point of time in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Executive Directors and/or the Company Secretary and /or Chief Financial officer of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

ITEM NO. 9 TO CONSIDER AND APPROVE THE LOANS AND ADVANCES WITH RELATED PARTY UNDER SECTION 185 BY KUNDAN CONCENTRATES PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY), READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 185, read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 2(1)(zb) of the Listing Regulations, and being material related party transaction, consent of the members be and is hereby accorded 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), for giving loan(s), advances, provide security or guarantee to M/s Gogia Leasing Limited upto an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) at single point of time by Kundan Concentrates Private Limited (Wholly Owned Subsidiary) in its absolute discretion deem beneficial and in the best interest of the Company .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Executive Directors and/or the Company Secretary and /or Chief Financial officer of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

ITEM NO. 10 TO CONSIDER AND APPROVE THE LOANS TAKEN FROM RELATED PARTY UNDER SECTION 180 (1) (C) BY KUNDAN CONCENTRATES PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY), READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 180 (1) (c), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 2(1)(zb) of the Listing Regulations, and being material related party transaction, consent of the members be and is hereby accorded 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), for loan taken from related parties namely M/s Gogia Leasing Limited and Mr. Vidit Garg upto an aggregate amount not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only) at single point of time by Kundan Concentrates Private Limited (Wholly Owned Subsidiary) in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Executive Directors and/or the Company Secretary and /or Chief Financial officer of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

By order of the Board of Directors

Kundan Minerals and Metals Limited

Sd/-
Director and CFO
Deepak Gupta

DIN:06643918

Date: 25th August, 2026
Place: Delhi

Registered Office: Flat no 4 ,2nd Floor, 3 Scindia House,
Connaught Place, New Delhi-110001
Tel. No.: +91-011-6995555
***E-mail:*info@kundanmineralsandmetals.com**
***Website:* www. Kundanmineralsandmetals.com**

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NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

2. General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

a. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

   In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 the Notice calling the AGM has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

9. The Securities and Exchange Board of India ("SEBI") circular SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026 ("SEBI Circular"), a Special window has been made available for a period of one year from February 05, 2026 to February 04, 2027 for the shareholders for re-lodgment of transfer deeds, which were lodged prior to the deadline of 01st April, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 19th September, 2026 at 9:00 A.M. and ends on 21st September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) for sending notice of AGM i.e. 21st August,2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September, 2026.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-

Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the

   meeting.

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

NSDL Mobile App is available on

App Store   Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details

Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For

joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

<u>**General Guidelines for shareholders**</u>

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anshbhambrics@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of

Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptop for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

Registration of Speaker related point needs to be added by company.

Date: 25th August,2026
Place: Delhi

By order of the Board of Directors Kundan Minerals and Metals Limited

Sd/-
Director and CFO
Deepak Gupta
DIN:06643918

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 5 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY BY KUNDAN MINERALS AND METALS LIMITED

Pursuant to Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), no Company shall enter into any related party transactions without the consent of the Board of Directors of the Company and the Prior approval of the Members of the Company where such transaction (sale, purchase or supply of any goods or material, directly or through appointment of agent) amounts to or exceeds 10% of the turnover of the Company, as the case may be. However, the aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

The transactions with the related party as mentioned in the resolutions are at arm's length and in the ordinary course of business of the Company and are of recurring nature. However, pursuant to the Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, all transactions with related parties exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements for the Companies having turnover upto 20000 Cr., shall require the approval of the members of the Company, even if they are entered into in the ordinary course of business and on arm's length basis. The Audit Committee and Board of Directors of the Company have approved the transactions with various related parties, subject to the approval of the members, which was placed before them at its respective meetings held on 13th August,2026 Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

The value of transactions, in a financial year, by Kundan Minerals and Metals Limited with related parties for the financial year 2026-2027 and 2027-2028 and subsequent financial years, is likely to exceed the prescribed thresholds as per statute and is considered a Material Related Party Transaction and the Board of Directors of your Company recommends for the consideration and approvals of the Members on the proposed transaction by way of an Ordinary Resolution. Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (Minimum information to be provided for approval of Related Party Transactions) are as follows:

Details of the related party and transactions with the related party

A (1) Basic details of the related party

Name of the related party	Rishi Ganga Enterprises Limited	J. B. Jewels and Metals LLP	Kundan and Zeya Limited	Kundan Gold Private Limited	Kundan Refinery Private Limited	Kundan Gold Mines Private Limited	Kundan Ventures FZCO
Country of incorporation of the related party	India	India	India	India	India	India	Dubai
Nature of business of the related party	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Mining of Gold and other Minerals	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.

A(2). Relationship and ownership of the related party

Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party	Having significant influence	Having significant influence / Common Partner/ Director	Having significant influence	Having significant influence / Common Director	Having significant influence	Associate	Subsidiary Company
hareholding or contribution % or profit & loss sharing % of the listed entity/	NIL	NIL	NIL	NIL	NIL	43.31%	70%

subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.							
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).	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Shareholding of the related party, whether direct or indirect, in the listed entity/subsidia	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

ry (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered							

***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*

A(3). Details of previous transactions with the related party

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	NIL	NIL	NIL	NIL	395608.55 Lakhs	NIL	NIL
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the	NIL	NIL	NIL	NIL	NIL	NIL	NIL

current financial year up to the quarter immediately preceding the quarter in which the approval is sought.							
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.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

A (4). Amount of the proposed transaction(s)

Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork

						services, jobwork	
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	Yes	Yes	Yes	Yes	Yes	Yes
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	210%	168%	168%	168%	210%	105%	105%
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)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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.(As on 31.03.2025)	270%	190%	457%	3045%	50%	N.A.	N.A.
*Financial performance of the related party for the immediately preceding financial year: ***Explanations**:* *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Turnover: 3705.39 Cr. PAT: 98.23 Cr. (31.03.2025)	Turnover: 4195.55 Cr. PAT: 164.28 Cr. (31.03.2025)	Turnover: 1749.27 Cr. PAT: 18.12 Cr. (31.03.2025)	Turnover: 262.71 Cr. PAT: 16.32 Cr (31.03.2025)	Turnover: 20212.29 Cr. PAT: 228.78 Cr. (31.03.2025)	Turnover: NIL PAT: (2.24) Cr. (31.03.2026)	Turnover: NIL PAT (279118) 31.03.2026)

*The Company has taken available Audited Balance Sheet

A(5). Basic details of the proposed transaction

Specific type of the proposed transaction (e.g. sale of goods/services,	Sale, purchase or supply/rendering of goods or	Sale, purchase or supply/rendering of	Sale, purchase or supply/rendering of	Sale, purchase or supply/rendering of	Sale, purchase or supply/re	Sale, purchase or supply/r	Sale, purchase or supply/

purchase of goods/services, giving loan, borrowing etc.)	services, jobwork	goods or services, jobwork	goods or services, jobwork	goods or services, jobwork	ndering of goods or services, jobwork	endering of goods or services, jobwork	renderin g of goods or services, jobwork
Details of each type of the proposed transaction	Sale, purchase or supply/rend ering of goods or services, jobwork	Sale, purchase or supply/ren dering of goods or services, jobwork	Sale, purchase or supply/ren dering of goods or services, jobwork	Sale, purchase or supply/ren dering of goods or services, jobwork	Sale, purchase or supply/re ndering of goods or services, jobwork	Sale, purchase or supply/r endering of goods or services, jobwork	Sale, purchase or supply/ renderin g of goods or services, jobwork
Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequen t year (12 Months 10000 Cr.) the proposed value of transactio n is for separate for each transactio n such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subseque nt year (12 Months 5000 Cr.) the proposed value of transactio n is for separate for each transactio n such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequ ent year (12 Months 5000 Cr.) the propose d value of transacti on is for separate for each transacti on such as sale, purchase , renderin g of services, jobwork

Whether omnibus approval is being sought?	No	No	No	No	No	No	No
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.	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. The pricing and terms of these transactions are benchmarked against prevailing market conditions, ensuring they are competitive and reflect standard industry practices. This arrangement promotes operational synergy, enabling seamless collaboration and enhancing the ease of doing business. Moreover, these transactions are subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee, ensuring compliance with regulatory requirements and safeguarding the interests of the entities.						
a. Name of the director / KMP	Mr. Vidit Garg and Mr. Udit Garg						

b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party	30% shares are held by Mr. Udit Garg
c. Promoter	Pardeep Garg Family Trust	Kundan Minerals and Metals Limited
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business	

B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services

Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Arm length price
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,	N.A.

specify	
Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	No Potential loss to the listed entity or the subsidiary in transacting with the related party
Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable as the transactions are at Arm length price

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 6 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY BY KUNDAN CONCENTRATES PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY)

Pursuant to Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), no Company shall enter into any related party transactions without the consent of the Board of Directors of the Company and the Prior approval of the Members of the Company where such transaction (sale, purchase or supply of any goods or material, directly or through appointment of agent) amounts to or exceeds 10% of the turnover of the Company, as the case may be. However, the aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

The transactions with the related party as mentioned in the resolutions are at arm's length and in the ordinary course of business of the Company and are of recurring nature. However, pursuant to the Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, all transactions with related parties exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements for the Companies having turnover upto Rs. 20000 Crore, shall require the approval of the members of the Company, even if they are entered into in the ordinary course of business and on arm's length basis. The Audit Committee and Board of Directors of the Company have approved the transactions with various related parties, subject to the approval of the members, which was placed before them at its respective meetings held on 13th August, 2026. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

The value of transactions, in a financial year, by Kundan Concentrates Private Limited (Wholly owned Subsidiary) with related parties for the financial year 2025-2026 and 2026-2027 and subsequent financial years, is likely to exceed the prescribed thresholds as per statute and is considered a Material Related Party Transaction and the Board of Directors of your Company recommends for the consideration and approvals of the Members on the proposed transaction by way of an Ordinary Resolution. Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (Minimum information to be provided for approval of Related Party Transactions) are as follows:

Details of the related party and transactions with the related party

A (1) Basic details of the related party

Name of the related party	Rishi Ganga Enterprises Limited	J. B. Jewels and Metals LLP	Kundan and Zeya Limited	Kundan Gold Private Limited	Kundan Refinery Private Limited	Kundan Gold Mines Private Limited	Kundan Ventures FZCO
Country of incorporation of the related party	India	India	India	India	India	India	Dubai
Nature of business of the related party	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.	Deals in Mining of Gold and other Minerals	Deals in Precious Metals & related products such as Gold, Silver, bullions, alloys, jewellery articles, etc.

A(2). Relationship and ownership of the related party

Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party	Having significant influence	Having significant influence/ Common Partner/ Director	Having significant influence	Having significant influence/ Common Director	Having significant influence	Having significant influence	Having significant influence/ Common Director
Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).							
Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*

A(3). Details of previous transactions with the related party

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	NIL	NIL	*1.26 Lakhs*	*NIL*	*2429.17Lakhs*	NIL	NIL
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.	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	

A (4). Amount of the proposed transaction(s)

Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork
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	Yes	Yes	Yes	Yes	Yes	

Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
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)	211%	169%	169%	169%	210%	105%	105%
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.	211%	169%	169%	169%	210%	105%	105%

*Financial performance of the related party for the immediately preceding financial year: ***Explanations***: *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Turnover: 3705.39 Cr. PAT: 98.23 Cr. 31.03.2025	Turnover: 4195.55 Cr. PAT: 164.28 Cr. 31.03.2025	Turnover: 1749.27 Cr. PAT: 18.12 Cr. 31.03.2025	Turnover: 262.71 Cr. PAT: 16.32 Cr 31.03.2025	Turnover: 20212.29 Cr. PAT: 228.78 Cr. 31.03.2025	Turnover: NIL PAT: (2.24) Cr. 31.03.2026	Turnover NIL PAT (279118) 31.03.2026

*The Company has taken available Audited Balance Sheet

A(5). Basic details of the proposed transaction

Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork
Details of each type of the proposed transaction	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork	Sale, purchase or supply/rendering of goods or services, jobwork
Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.)	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.)	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.)	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months

	the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	Months 10000 Cr.) the propose d value of transacti on is for separate for each transacti on such as sale, purchase , renderin g of services, jobwork	the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	5000 Cr.) the propose d value of transacti on is for separate for each transacti on such as sale, purchase , renderin g of services, jobwork
Whether omnibus approval is being sought?	No	No	No	No	No	No	No
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.	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequent year (12 Months 10000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering of services, jobwork	FY 2026-2027 (12 Months 8000 Cr.) and FY 2027-2028 and subsequent year (12 Months 8000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering	FY 2026-2027 (12 Months 10000 Cr.) and FY 2027-2028 and subsequ ent year (12 Months 10000 Cr.) the propose d value of transacti on is for separate for each transacti on such as sale,	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequent year (12 Months 5000 Cr.) the proposed value of transaction is for separate for each transaction such as sale, purchase, rendering	FY 2026-2027 (12 Months 5000 Cr.) and FY 2027-2028 and subsequ ent year (12 Months 5000 Cr.) the propose d value of transacti on is for separate for each transacti on such as sale, purchase ,

				of services, jobwork	purchase, rendering of services, jobwork	of services, jobwork	rendering of services, jobwork
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. The pricing and terms of these transactions are benchmarked against prevailing market conditions, ensuring they are competitive and reflect standard industry practices. This arrangement promotes operational synergy, enabling seamless collaboration and enhancing the ease of doing business. Moreover, these transactions are subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee, ensuring compliance with regulatory requirements and safeguarding the interests of the entities.						
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.							
a. Name of the director / KMP	Mr. Vidit Garg and Mr. Udit Garg						
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party.						Mr. Udit Garg holds 30% shareholding
c. Promoter	Pardeep Garg Family Trust						Kundan Mineral and Metals Limited
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business						

B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services

Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Arm's Length Price
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	N.A.
Additional cost/ potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	No Potential loss to the listed entity or the subsidiary in transacting with the related party
Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable as the transactions are at Arm's length Price

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 7 TO CONSIDER AND APPROVE THE LOANS AND ADVANCES WITH RELATED PARTY UNDER SECTION 185, READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies)covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 7 of the notice. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only. The Board of Directors recommend the resolution set forth in Item no. 7 of the notice for your approval as a Special Resolution.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

Pursuant to the provisions Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (Minimum information to be provided for approval of Related Party Transactions) are as follows:

Details of the related party and transactions with the related party

A (1) Basic details of the related party

Name of the related party	Gogia Leasing Limited
Country of incorporation of the related party	India
Nature of business of the related party	Non- Banking Financial Company

A(2). Relationship and ownership of the related party

Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party	Common Director
Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NIL
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).	N.A.
Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party

Explanation*: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*

A(3). Details of previous transactions with the related party

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (Loan Given 31/03/2026) ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	5.78 Cr(Closing
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. (Loan Taken 30/06/2026)	161.38

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.	N. A.

A (4). Amount of the proposed transaction(s)

Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1000 Cr.
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
*Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year(31.03.2025) *The Company has taken available Audited Balance Sheet	24%
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)	N.A.
*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.31.03.2025. *The Company has taken available Audited Balance Sheet	1867%
*Financial performance of the related party for the immediately preceding financial year(31.03.2025) ***Explanations**:* *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Turnover: 53.55Cr. PAT: 1.92 Cr.

*The Company has taken available Audited Balance Sheet

A(5). Basic details of the proposed transaction

Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loan
Details of each type of the proposed transaction	To give loan to Gogia Leasing Limited upto Rs. 1000 Crores (Rupees One Thousand Crores) at single point of time from the surplus funds generated from time to time and shall be valid from the FY 2027-2028 and subsequent financial
Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2027-2028 and subsequent year (12 Months- 1000 Cr.)
Whether omnibus approval is being sought?	No
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.	FY 2027-2028 and subsequent year (12 Months 1000 Cr.)
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
a. Name of the director / KMP	Mr. Vidit Garg and Mr. Udit Garg
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party
c. Promoter	Pardeep Garg Family Trust
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required

B (2) Disclosure only in case of transactions relating Loans and advances

Source of Fund in connection with proposed transaction	Generated from Business revenue
Where any financial indebtedness is incurred to given loan, inter corporate deposit or advance	N.A.
Rate of Interest at which the listed entity or its subsidiary borrowing from its bankers/other lender	N.A.
Proposed interest rate to be charged by listed or its subsidiary from the related party	Interest rate will be in line with prevailing bank lending rates.
Maturity/ Due Date	Payable on Demand
Repayment schedule and terms	Payable on Demand
Wheatear secured or unsecured	Unsecured
The purpose for which the fund will be utilized by the ultimate beneficiary of such fund pursuant to the transaction	Funds shall be utilized for its principal business activities.

C (1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	No credit rating has been taken

Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* **In addition, state the following:** a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	N.A.

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 8 TO CONSIDER AND APPROVE THE LOANS TAKEN FROM RELATED PARTY UNDER SECTION 180 (1) (C), READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Moreover, Pursuant to the provisions Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors recommend the resolution set forth in Item no. 8 of the notice for your approval as a Special Resolution.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (Minimum information to be provided for approval of Related Party Transactions) are as follows:

Details of the related party and transactions with the related party

A (1) Basic details of the related party

Name of the related party	Gogia Leasing Limited	Vidit Garg
Country of incorporation of the related party	India	India
Nature of business of the related party	Non- Banking Financial Company	Individual

A(2). Relationship and ownership of the related party

Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party	Common Director	Director
Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NIL	NIL
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).	N.A.	N.A. (individual)

Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party

***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*

A(3). Details of previous transactions with the related party

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:** Details need to be disclosed separately for listed entity and its subsidiary.*	NIL	NIL
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.	NIL	NIL
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.	N.A.	N.A.

A (4). Amount of the proposed transaction(s)

Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1400 Cr.	100 Cr.
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would	Yes	Yes

render the proposed transaction a material RPT?		
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year(31.03.2026)	29.43	2%
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)	N.A.	N.A.
*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.31.03.2025	2614%	N.A.
*Financial performance of the related party for the immediately preceding financial year:31.03.2025 ***Explanations***: *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Turnover: 53.55Cr. PAT: 1.92 Cr.	N.A.

*The Company has taken available Audited Balance Sheet

A(5). Basic details of the proposed transaction

Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing	Borrowing
Details of each type of the proposed transaction	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and

	the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 1400 Crores (Rupees One Thousand and Four Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2027-2028 and subsequent financial year.	conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 100 Crores (Rupees One Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2027-2028 and subsequent financial year.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2027-2028 and subsequent year (12 Months 1400 Cr.)	FY 2027-2028 and subsequent year (12 Months 100 Cr.)
Whether omnibus approval is being sought?	No	No
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.	FY 2027-2028 and subsequent year (12 Months 1400 Cr.)	FY 2027-2028 and subsequent year (12 Months 100 Cr.)
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the Ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.		
a. Name of the director / KMP	Mr. Vidit Garg	Self- Mr. Vidit Garg

b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party
c. Promoter	Pardeep Garg Family Trust	N.A.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required	Not required

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Material covenants of the proposed transaction	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 1400 Crores (Rupees One Thousand and Four Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2027-2028 and subsequent financial year.	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 100 Crores (Rupees One Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2027-2028 and subsequent financial year.
Interest rate (*in terms of numerical value or base rate and applicable spread*)	Interest rate will be in line with prevailing bank lending rates.	Interest rate will be in line with prevailing bank lending rates.
Cost of borrowing *Note: This shall include all costs associated with the borrowing*	Interest Rate and File processing charges	Nil
Maturity / due date	Payable on Demand	Payable on Demand
Repayment schedule & terms	Payable on Demand	Payable on Demand
Whether secured or unsecured	Unsecured	Unsecured

If secured, the nature of security & security coverage ratio	N.A.	N.A.
The purpose for which the funds will be utilized by the listed entity/subsidiary	Funds shall be utilized for its principal business activities.	Funds shall be utilized for its principal business activities.

C (4). Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary

Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.*	
a. Before transaction	0.01
b. After transaction	11.42
Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.*	
a. Before transaction	195.68
b. After transaction	1.02

**The Loan Limits approval are being taken as the statutory requirements. The loan will be availed after considering the Debt Service Coverage Ratio and Debt to Equity Ratio at the closure of financial year.*

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 9 TO CONSIDER AND APPROVE THE LOANS AND ADVANCES WITH RELATED PARTY UNDER SECTION 185 BY KUNDAN CONCENTRATES PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY), READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies)covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 9 of the notice. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only. The said item is put for approval for Kundan Concentrates Private Limited (Wholly Owned Subsidiary).

The Board of Directors recommend the resolution set forth in Item no. 9 of the notice for your approval as a Special Resolution.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

Pursuant to the provisions Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (Minimum information to be provided for approval of Related Party Transactions) are as follows:

<u>Details of the related party and transactions with the related party</u>

A (1) Basic details of the related party

Name of the related party	Gogia Leasing Limited
Country of incorporation of the related party	India
Nature of business of the related party	Non- Banking Financial Company

A(2). Relationship and ownership of the related party

Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party	Common Director
Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NIL

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).	N.A.
Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party

***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*

A(3). Details of previous transactions with the related party

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:** Details need to be disclosed separately for listed entity and its subsidiary.*	NIL
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.	NIL
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.	N.A.

A (4). Amount of the proposed transaction(s)

Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1000 Cr.
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

Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	N. A.
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)(31.03.2026)	21.07%
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.31.03.2026	21.07%
*Financial performance of the related party for the immediately preceding financial year(31.03.2025) ***Explanations***: *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Turnover: 53.55 Cr. PAT: 1.92 Cr.

*The Company has taken available Audited Balance Sheet.

A(5). Basic details of the proposed transaction

Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loan
Details of each type of the proposed transaction	To give loan to Gogia Leasing Limited upto Rs. 1000 Crores (Rupees One Thousand Hundred Crores) at single point of time from the surplus funds generated from time to time and shall be valid from the FY 2026-2027 and FY 2027-2028 and subsequent financial
Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027 (12 Months 1000 Cr.) and FY 2027-28 and subsequent year (12 Months 1000 Cr.)
Whether omnibus approval is being sought?	No
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.	FY 2026-2027 (12 Months 1000 Cr.) and FY 2027-28 and subsequent year (12 Months 1000 Cr.)
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at

	arm's length basis and play a vital role in the growth of business operations of the listed entity.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
a. Name of the director / KMP	Mr. Vidit Garg and Mr. Udit Garg
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party
c. Promoter	Pardeep Garg Family Trust
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required

B (2) Disclosure only in case of transactions relating Loans and advances

Source of Fund in connection with proposed transaction	Generated form Business revenue
Where any financial indebtedness is incurred to given loan, inter corporate deposit or advance	N.A.
Rate of Interest at which the listed entity or its subsidiary borrowing from its bankers/other lender	N.A.
Proposed interest rate to be charged by listed or its subsidiary from the related party	Interest rate will be in line with prevailing bank lending rates.
Maturity/ Due Date	Payable on Demand
Repayment schedule and terms	Payable on Demand
Wheatear secured or unsecured	Unsecured
The purpose for which the fund will be utilized by the ultimate beneficiary of such fund pursuant to the transaction	Funds shall be utilized for its principal business activities.

C (1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	No credit rating has been taken

Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* **In addition, state the following:** a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	N.A.

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 10 TO CONSIDER AND APPROVE THE LOANS TAKEN FROM RELATED PARTY UNDER SECTION 180 (1) (C) BY KUNDAN CONCENTRATES PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY), READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Moreover, Pursuant to the provisions Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. The said item is put for approval for Kundan Concentrates Private Limited (Wholly Owned Subsidiary).

The Board of Directors recommend the resolution set forth in Item no. 10 of the notice for your approval as a Special Resolution.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (Minimum information to be provided for approval of Related Party Transactions) are as follows:

Details of the related party and transactions with the related party

A (1) Basic details of the related party

Name of the related party	Gogia Leasing Limited	Vidit Garg
Country of incorporation of the related party	India	India
Nature of business of the related party	Non- Banking Financial Company	Individual

A(2). Relationship and ownership of the related party

Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party	Common Director	Director
Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NIL	NIL
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	N.A.	Yes

of transaction involving the subsidiary).		
Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party	N.A.

Explanation*: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*

A(3). Details of previous transactions with the related party

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (closing balance 31/03/2026) ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	2073.53 Crore	-
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. (closing balance 30/06/2026)	NA	-
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.	N.A.	-

A (4). Amount of the proposed transaction(s)

Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1400 Cr.	100 Cr.
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	Yes
*Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	N.A.	N.A.
*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) as on 31.03.2025	436%	31.16%
*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. As on 31.03.2025	2614%	N.A.
*Financial performance of the related party for the immediately preceding financial year(31.03.2025) ***Explanations***: *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Turnover: 53.55Cr. PAT: 1.92 Cr.	N.A.

*The Company has taken available Audited Balance Sheet

A(5). Basic details of the proposed transaction

Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing	Borrowing
Details of each type of the proposed transaction	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 1400 Crores (Rupees One Thousand and Four Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2026-2027, FY 2027-2028 and subsequent financial year.	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 100 Crores (Rupees One Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2026-2027, FY 2027-2028 and subsequent financial year.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027 (12 Months 1400 Cr.) and FY 2027-2028 and subsequent year (12 Months 1400 Cr.)	FY 2026-2027 (12 Months 100 Cr.) and FY 2027-2028 and subsequent year (12 Months 100 Cr.)
Whether omnibus approval is being sought?	No	No
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.	FY 2026-2027 (12 Months 1400 Cr.) and FY 2027-2028 and subsequent year (12 Months 1400 Cr.)	FY 2026-2027 (12 Months 100 Cr.) and FY 2027-2028 and subsequent year (12 Months 100 Cr.)
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's

	and play a vital role in the growth of business operations of the listed entity.	length basis and play a vital role in the growth of business operations of the listed entity.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.		
a. Name of the director / KMP	Mr. Vidit Garg and Mr. Udit Garg	Self- Mr. Vidit Garg
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vidit Garg and Mr. Udit Garg being relatives of Mr. Pardeep Garg holds interest in the related Party	
c. Promoter	Pardeep Garg Family Trust	N.A.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required	Not required

B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Material covenants of the proposed transaction	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 1400 Crores (Rupees One Thousand and Four Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2026-2027, FY 2027-2028 and subsequent financial year.	To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 100 Crores (Rupees One Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be from the FY 2026-2027, FY 2027-2028 and subsequent financial year.

Interest rate (*in terms of numerical value or base rate and applicable spread*)	Interest rate will be in line with prevailing bank lending rates.	Interest rate will be in line with prevailing bank lending rates.
Cost of borrowing *Note: This shall include all costs associated with the borrowing*	Interest Rate and File processing charges	Nil
Maturity / due date	Payable on Demand	Payable on Demand
Repayment schedule & terms	Payable on Demand	Payable on Demand
Whether secured or unsecured	Unsecured	Unsecured
If secured, the nature of security & security coverage ratio	N.A.	N.A.
The purpose for which the funds will be utilized by the listed entity /subsidiary	Funds shall be utilized for its principal business activities.	Funds shall be utilized for its principal business activities.

C (4). Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary

Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.*	
a. Before transaction	2.11
b. After transaction	11.37
Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.*	
a. Before transaction	12.51
b. After transaction	1.85

**The Loan Limits approval are being taken as the statutory requirements. The loan will be availed after considering the Debt Service Coverage Ratio and Debt to Equity Ratio at the closure of financial year.*

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Other information to place before shareholders:

Information required	**Details**
Justification as to why the	Justification for all proposed transactions are already given in with respective transaction in explanatory

proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	
Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates
Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	All the RPTs are approved by the Audit Committee and Board of Directors

DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING

AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

For Retire of Rotation by Director

Particulars	Details for Item-2	Details for Item-3
Name	Deepak Gupta	Siddharth Gogia
Director Identification Number	06634918	07202627
Age (Years)	48	49
Qualification	Chartered Accountant	B.Com, MBA
Initial date of Appointment	27/02/2024	16/12/2023
Terms and conditions of appointment	N. A.	N. A.
Remuneration last drawn	Nil	Nil
Remuneration proposed to be given	Nil	Nil
Number of Board meetings of the Company attended during the year as on 31/03/2036	10	10
Listed entities from which the Director has resigned in the past three years.	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on 31/03/2036	Nil	Nil
Number of shares held in the Company	Nil	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	None	None

DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

For Appointment of Independent Director

Particulars	**Details for Item-4**
Name	Priya Khandelwal
Director Identification Number	11790072
Age (Years)	33 years
Qualification	CS, B.Com
Experience	6 Years
Nature of expertise in specific functional areas	Corporate Governance • Board & Secretarial Compliance • Companies Act • Regulatory Compliance • Risk Management • Stakeholder Management • Strategic Advisory • Ethical Leadership
Brief resume of the Director	Company Secretary with 6+ years of professional experience and a strong understanding of corporate governance, compliance, board processes, regulatory matters and stakeholder management. Successfully cleared the Independent Director Proficiency Examination and registered with the Independent Directors Databank, and eligible for appointment as an Independent Director under the Companies Act, 2013. Brings an objective, independent and structured perspective to Board discussions, with focus on governance, compliance, risk oversight, transparency and long-term value creation.
Initial date of Appointment	13-08-2026
Terms and conditions of appointment	Appointment for 5 years form the date of initial appointment

Remuneration last drawn	Nil (Being independent Director eligible for sitting fee only)
Remuneration proposed to be given	Nil (Being independent Director eligible for sitting fee only)
Number of Board meetings of the Company attended during the year as on 31/03/2026	N. A.
Listed entities from which the Director has resigned in the past three years.	Nil
Directorships of other Boards as on 31/03/2026	Kundan & Zeya Limited
Membership / Chairmanship of Committees of other Boards as on 31/03/2026	Kundan & Zeya Limited
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	None

BOARD REPORT

To
The Members,
Kundan Minerals and Metals Limited

Your Directors are pleased to present the 59th Board Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2026.

FINANCIAL HIGHLIGHTS

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2025-2026	**2024-2025**	**2025-2026**	**2024-2025**
Revenue from operation	1160.02	395608.55	475738.99	427743.93
Add: Other Income	568.44	259.39	557.67	1226.46
Total Revenue	1728.46	395867.94	476296.66	428970.39
Profit before Finance cost, Depreciation and Tax	367.62	15162.47	14487.44	16542.65
Less: Finance Cost	1.92	49.73	768.91	1305.40
Less: Depreciation	-	-	334.55	102.99
Less: Share of profits from Associates and JVs	-	-		
Net Profit before tax	365.70	15108.38	13383.98	15237.25
Less: Tax	106.46	2528.59	2569.22	2443.71
Net Profit for the year	259.24	12579.79	10814.76	12793.54
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income	0.04		1.98	

COMPANY'S PERFORMANCE AND THE STATE OF COMPANY'S AFFAIRS

The Company's Financial Performance during the year under review are as follows:

Standalone

The Company's revenue from operations for the financial year 2025-26 stood at Rs. 1160.02 Lakhs as compared to Rs.395608.55 Lakhs in the previous financial year. The Company's profit for the financial year 2025-26 stood at Rs. 259.24 Lakhs, as compared to Rs. 12579.79 Lakhs in the previous financial year.

Consolidated

During the year under review, your Company achieved Total revenue from operations for the financial year 2025-26 stood at Rs 475738.99 Lakhs as compared to Rs. 427743.93 Lakhs in the previous financial year. The Company's profit for the financial year 2025-26 stood at Rs. 10814.76 Lakhs, as compared to Rs. 12793.54 Lakhs in the previous financial year.