W.S. Industries (India) Limited

WSI/SECTL/SE/26-27/44 **7th September, 2026**

M/s. BSE Ltd.
Phiroze Jeejeebhoy Towers, 25th Floor,
Dalal Street, Mumbai – 400 001.
Scrip Code: 504220.

M/s. National Stock Exchange of India Ltd
Regd. Office: "Exchange Plaza"
Bandra (East), Mumbai -400 051.
Symbol: WSI

Dear Sir / Madam,

Sub: Intimation of Corrigendum to the Notice of the 63rd Annual General Meeting.

Pursuant to the applicable provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,** we hereby inform you that the Company has issued a **Corrigendum to the Notice of the 63rd Annual General Meeting ("AGM")** of the Members of **W.S. Industries (India) Limited** ("Company"), scheduled to be held on **Tuesday, 22nd September 2026 at 2:30 P.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

The Notice of the 63rd AGM was circulated/dispatched to the Members of the Company on **27th August 2026.**

Subsequent to the circulation of the said Notice, **Ms. Rajendran Stella Isabella (DIN: 06871120)**, who was appointed as an **Additional Director in the category of Non-Executive Independent** by the Board of Directors at its meeting held on **10th August 2026**, and whose appointment was proposed for approval of the Members under **Item No. 3** of the Notice of the 63rd AGM, tendered her resignation from the office of Additional Director in the category of Non-Executive Independent with effect from **4th September 2026**, on account of **pre-occupation and personal reasons**. She has also confirmed that there are **no other material reasons** for her resignation.

Accordingly, **Item No. 3 – Appointment of Ms. Rajendran Stella Isabella (DIN: 06871120) as an Independent Director of the Company**, as set out in the Notice of the 63rd AGM, is hereby withdrawn and shall not be placed before the Members for consideration or approval at the AGM.

Consequently, the **Resolution proposed under Item No. 3, together with the corresponding Explanatory Statement and disclosures relating thereto, shall stand withdrawn and shall be treated as deleted** from the Notice of the 63rd AGM. Accordingly, Item No. 3 shall not be available for voting through remote e-Voting or e-Voting during the AGM.

The Company has taken necessary action to **disable/block voting in respect of Item No. 3.** In the event that, due to any technical or operational limitation, any vote is nevertheless cast in respect of Item No. 3, such vote **shall not be considered, taken into account or acted upon** for determining the result of the voting.

For the avoidance of doubt, the withdrawal of Item No. 3 **shall not result in any change, alteration or renumbering of the other Items of Business** contained in the Notice of the 63rd AGM. All other Items shall continue to be referred to by their existing Item Numbers as appearing in the Notice dated 10th August, 2026, circulated to the Members on 27th August 2026.

The Corrigendum to the Notice of the 63rd AGM, incorporating the above change, is **enclosed herewith for your information and records.**

Registered Office : 3rd Floor, New No.48, Old No. 21, Savidhaanu Building, Casa Major Road, Egmore, Chennai - 600 008, Tamil Nadu, India.
Contact : (91) - 89258 02400
CIN : L42909TN1961PLC004568
Dept E-mail : sectl@wsigroup.in
Website : wsindustries.in

The detailed Corrigendum is also being made available on the **Company's website** and is being communicated to the Members in accordance with the applicable requirements.

All other contents of the Notice of the 63rd AGM, including the **other Items of Business, resolutions, Item Numbers and Explanatory Statements, shall remain unchanged.**

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
For W.S. Industries (India) Limited

BALAMURUGAN VETRIVEL Digitally signed by BALAMURUGAN VETRIVEL Date: 2026.09.07 16:23:50 +05'30'

V. Balamurugan
Company Secretary

Encl.: Corrigendum to the Notice of the 63rd Annual General Meeting

Registered Office : 3rd Floor, New No.48, Old No. 21, Savidhaanu Building, Casa Major Road, Egmore, Chennai - 600 008, Tamil Nadu, India.
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W.S. INDUSTRIES (INDIA) LIMITED

CIN: L42909TN1961PLC004568
Registered Office: 3rd Floor, New No.48, Old No.21, Savidhaanu Building,
Casa Major Road, Egmore, Chennai - 600008.

CORRIGENDUM TO THE NOTICE OF THE 63RD ANNUAL GENERAL MEETING

The 63rd Annual General Meeting ("AGM") of the Members of W.S. Industries (India) Limited ("Company") is scheduled to be held on Tuesday, 22nd September 2026 at 2.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Notice convening the 63rd AGM ("AGM Notice") was dispatched to the Members of the Company on 27th August 2026, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

Withdrawal of Item No. 3 of the AGM Notice

The Board of Directors of the Company, at its meeting held on 10th August 2026, had appointed Ms. Rajendran Stella Isabella (DIN: 06871120) as an Additional Director in the category of Non-Executive Independent Director, subject to approval of the Members of the Company.

Accordingly, the approval of the Members for her appointment as an Independent Director was proposed under Item No. 3 of the AGM Notice.

Subsequent to the dispatch of the AGM Notice, Ms. Rajendran Stella Isabella (DIN: 06871120) tendered her resignation from the office of Additional Director in the category of Non-Executive Independent of the Company, on account of pre-occupation and personal reasons, with effect from 4th September 2026. She has also confirmed that there are no other material reasons for her resignation.

In view of the aforesaid resignation, the proposal for appointment of Ms. Rajendran Stella Isabella as an Independent Director of the Company, as contained in Item No. 3 of the AGM Notice, has become infructuous.

Accordingly, Item No. 3 – Appointment of Ms. Rajendran Stella Isabella (DIN: 06871120) as an Independent Director of the Company, including the resolution proposed thereunder, is hereby withdrawn and shall not be placed before the Members for consideration or approval at the 63rd AGM.

Consequently, the resolution proposed under Item No. 3, together with the corresponding Explanatory Statement and the disclosures relating thereto, shall stand withdrawn and shall be treated as deleted from the AGM Notice.

Voting in respect of Item No. 3

In view of the withdrawal of Item No. 3, no voting is required or shall be conducted in respect of Item No. 3.

The Company has taken necessary action with the e-Voting agency to disable/block the voting facility in respect of Item No. 3 for remote e-Voting and for e-Voting during the 63rd AGM, as applicable.

In the event that, due to any technical or operational limitation of the e-Voting system, it is not practicable to completely disable/block the voting facility in respect of Item No. 3, any vote that may nevertheless be cast in respect of Item No. 3 shall not be considered, taken into account or acted upon for determining the result of the voting, and Item No. 3 shall continue to remain withdrawn and shall not be considered by the Members at the 63rd AGM.

Members are accordingly requested not to cast any vote in respect of Item No. 3 and to exercise their voting rights only in respect of the other valid items of business contained in the AGM Notice.

Serial Numbering of Other Agenda Items

For the avoidance of doubt, the withdrawal/deletion of Item No. 3 shall not result in any change, alteration or renumbering of the serial numbers of the other Items of Business contained in the AGM Notice.

The serial numbers of all other agenda items shall remain exactly as appearing in the AGM Notice dated 10th August 2026, dispatched on 27th August 2026. Accordingly, the subsequent Items of Business shall continue to be referred to by their existing Item Numbers, notwithstanding the withdrawal of Item No. 3.

This approach is being followed to ensure consistency and avoid any consequential changes to the references to the respective Item Numbers in the AGM Notice, Explanatory Statements, e-Voting records, voting processes and other related documents and communications.

Other Items of Business

All other items of business contained in the AGM Notice, including the resolutions proposed thereunder and the respective Explanatory Statements, shall remain unchanged and shall continue to be considered by the Members at the 63rd AGM under their respective existing Item Numbers.

Accordingly, this Corrigendum shall be read in conjunction with and as an integral part of the AGM Notice dated 10th August 2026, dispatched on 27th August 2026. **Except for the withdrawal of Item No. 3 as specifically stated herein, all other contents, terms, conditions, Item Numbers, resolutions and disclosures contained in the AGM Notice shall remain unchanged.**

Availability of Corrigendum

This Corrigendum to the AGM Notice is being issued and made available to the Members of the Company and shall be deemed to form an integral part of the AGM Notice.

In accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the applicable circulars issued by the MCA and SEBI, this Corrigendum is available on the website of the Company at www.wsindustries.in.

The Corrigendum is also available on the websites of the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL, the agency providing the remote e-Voting facility, at www.evoting.nsdl.com.

The Members, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, e-Voting agency, and all other concerned persons are requested to take note of the above changes to the AGM Notice and, in particular, the withdrawal of Item No. 3 and the fact that the serial numbers of the remaining Items of Business remain unchanged.

BY ORDER OF THE BOARD
For W.S. INDUSTRIES (INDIA) LIMITED

K.V. PRAKASH
WHOLE TIME DIRECTOR
DIN: 01085040

Place : Chennai
Date : 04th September 2026

W.S. INDUSTRIES (INDIA) LIMITED

CIN: L42909TN1961PLC004568

Registered Office: 3rd Floor, New No.48, Old No.21, Savidhaanu Building, Casa Major Road, Egmore, Chennai - 600008.

NOTICE

NOTICE is hereby given that the 63rd Annual General Meeting (AGM) of the Company will be held on Tuesday, the 22nd September, 2026, at 2.30 P.M. through Video Conference (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and auditor thereon.

To consider and pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, along with Board's Report, Independent Auditor's Report thereon, Corporate Governance Report, Secretarial Auditor's Report and other annexure and attachment therewith, as circulated to the members with the notice of the 63rd Annual General Meeting, be and are hereby received, considered, approved and adopted."

Item No. 2: Re-appointment of Mr. Chinniampalayam Kulandaisamy Venkatachalam, (DIN: 00125459) as a Director of the Company, liable to retire by rotation.

To consider and pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the Articles of Association of the Company, Mr. Chinniampalayam Kulandaisamy Venkatachalam, (DIN: 00125459), a director retiring by rotation and being eligible, has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation"

SPECIAL BUSINESS:

Item No. 3: Appointment of Ms. Rajendran Stella Isabella (DIN: 06871120), as an Independent Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, and 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Rajendran Stella Isabella (DIN: 06871120), who was appointed as an Additional Director of the Company, under the category of Independent Director, for a first term of two consecutive years i.e., from 10th August, 2026 to 09th August, 2028, subject to approval of shareholders and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and whose candidature has been recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company in terms of the proviso to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for aforesaid term and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(1)(ii) and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the applicable Rules made thereunder, and in accordance with Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the consent of the Members be and is hereby accorded for payment of consolidated quarterly remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only), subject to applicable tax deduction at source, to Ms.Rajendran Stella Isabella (DIN: 06871120), Independent Director of the Company from 1st October, 2026 till 30th September, 2027.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the period from 1st October, 2026 to 30th September, 2027, the aforesaid remuneration payable to Ms.Rajendran Stella Isabella, shall be treated as minimum remuneration and shall be paid in accordance with the provisions of Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the aforesaid consolidated remuneration shall be exclusive of sitting fees, and Ms.Rajendran Stella Isabella, shall also be entitled to sitting fees for attending meetings of the Board and/or Committees thereof, in accordance with Section 197(5) of the Companies Act, 2013 and SEBI LODR, which shall not form part of managerial remuneration.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

Item No. 4: Appointment of Mr. Joyjeet Bose (DIN: 10783441), as an Independent Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, and 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Joyjeet Bose (DIN: 10783441), who was appointed as an Additional Director of the Company, under the category of Independent Director, for a first term of two consecutive years i.e., from 10th August, 2026 to 09th August, 2028 subject to approval of shareholders and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and whose candidature has been recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company in terms of the proviso to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for aforesaid term and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(1)(ii) and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the applicable Rules made thereunder, and in accordance with Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the consent of the Members be and is hereby accorded for payment of consolidated quarterly remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only), subject to applicable tax deduction at source, to Mr. Joyjeet Bose (DIN: 10783441), Independent Director of the Company from 1st October, 2026 till 30th September, 2027.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the period from 1st October, 2026 to 30th September, 2027, the aforesaid remuneration payable to Mr. Joyjeet Bose, shall be treated as minimum remuneration and shall be paid in accordance with the provisions of Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the aforesaid consolidated remuneration shall be exclusive of sitting fees, and Mr. Joyjeet Bose, shall also be entitled to sitting fees for attending meetings of the Board and/or Committees thereof, in accordance with Section 197(5) of the Companies Act, 2013 and SEBI LODR, which shall not form part of managerial remuneration.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

Item No. 5: To consider and approve the remuneration and other terms and conditions applicable to Mr. Seyyadurai Nagarajan (DIN: 07036078), Executive Chairman, Mr. C.K.Venkatachalam (DIN: 00125459), Managing Director and Mr. S. Anandavadivel (DIN: 07783796), Joint Managing Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 177, 178, 197, 198, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company's Nomination and Remuneration Policy, the Related Party Transactions Policy and other applicable statutory and regulatory provisions, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the approval/recommendation of the Audit Committee and the approval of the Board of Directors of the Company, held on 10.08.2026, consent of the Members of the Company be and is hereby accorded for the terms and conditions of the remuneration applicable to Mr. Seyyadurai Nagarajan (DIN: 07036078), Executive Chairman, Mr. C.K. Venkatachalam (DIN: 00125459), Managing Director and Mr. S. Anandavadivel (DIN: 07783796), Joint Managing Director, for the period commencing from 1st October, 2026 until the expiry of their respective present tenure on 21st July, 2027, on the terms and conditions set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding the continuation of their respective executive offices, no cash remuneration be paid to Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, under the present proposal during the aforesaid period, and that the existing arrangement for providing Company-owned cars to the said Directors for use in connection with the Company's official and business requirements, in line with the Company's business profile, be and is hereby approved to continue as a non-cash remuneration of their respective appointments until the expiry of their present tenure on 21st July, 2027, on the terms and conditions set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the period from 1st October, 2026 until the expiry of their respective present tenure on 21st July, 2027, the remuneration payable to Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, in terms of the foregoing resolution, including the provision of Company-owned cars as aforesaid, shall be treated as the minimum remuneration payable to the said Directors and shall be paid / provided in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, subject to the limits, conditions, approvals and other requirements prescribed under the Act and the Rules made thereunder, as may be applicable from time to time.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for the benefits and facilities, including the provision of Company-owned cars, to be continued to Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, during the aforesaid period, on the terms and conditions set out in the Explanatory Statement, and for such remuneration, benefits and facilities to be treated as Related Party Transactions, wherever applicable, under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or incidental for giving effect to this resolution, including making such modifications, amendments or revisions to the terms and conditions as may be required by any statutory, regulatory or other competent authority and to settle any question, difficulty or doubt that may arise in this regard."

Item No. 6: To consider and approve the remuneration and other terms and conditions applicable to Mr. K.V. Prakash (DIN: 01085040), Whole Time Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 177, 178, 197, 198, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company's Nomination and Remuneration Policy, the Related Party Transactions Policy and other applicable statutory and regulatory provisions, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the approval/recommendation of the Audit Committee and the approval of the Board of Directors of the Company, held on 10.08.2026, consent of the Members of the Company be and is hereby accorded for the continuation of the remuneration and other terms and conditions applicable to Mr. K.V. Prakash (DIN: 01085040), Whole Time Director, for the period commencing from 1st October, 2026 until the expiry of his present tenure on 21st July, 2027, on the terms and conditions set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the existing remuneration payable to Mr. K.V. Prakash, Whole Time Director, shall continue, and the existing arrangement for providing Company-owned cars to the said Director for use in connection with the Company's official and business requirements, in line with the Company's business profile, be and is hereby approved to continue until the expiry of his present tenure on 21st July, 2027, on the terms and conditions set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the period from 1st October, 2026 until the expiry of his present tenure on 21st July, 2027, the remuneration payable to Mr. K.V. Prakash, Whole Time Director, in terms of the foregoing resolution, including the provision of Company-owned cars as aforesaid, shall be treated as the minimum remuneration payable to the said Director and shall be paid / provided in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, subject to the limits, conditions, approvals and other requirements prescribed under the Act and the Rules made thereunder, as may be applicable from time to time.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for the remuneration and other benefits and facilities, including the provision of Company-owned cars, to be continued to Mr. K.V. Prakash, Whole Time Director, during the aforesaid period, on the terms and conditions set out in the Explanatory Statement, and for such remuneration, benefits and facilities to be treated as Related Party Transactions, wherever applicable, under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or incidental for giving effect to this resolution, including making such modifications, amendments or revisions to the terms and conditions as may be required by any statutory, regulatory or other competent authority and to settle any question, difficulty or doubt that may arise in this regard."

Item No. 7: To consider and recommend the remuneration payable to the existing Non-executive Independent Directors, of the company.

To consider and pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197(1)(ii) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the applicable rules made thereunder, and in accordance with Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and based on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the continuation of payment of existing consolidated quarterly remuneration along with the terms of remuneration mentioned in the Explanatory statement, (subject to TDS as applicable) to the following Non-Executive Independent Directors of the Company for the period from 1st October, 2026 until 30th September, 2027 or the expiry of their respective tenure, whichever is earlier, as set out below:

Name of Independent Directors	DIN	Remuneration proposed upto	Consolidated Quarterly Remuneration (₹) (subject to applicable TDS)	Remuneration for the proposed Period (₹) (01.10.2026 up to the date specified) (subject to applicable TDS)
Mr. J. Sridharan	07720632	20th August, 2027	1,50,000	5,32,603
Mr. R. Karthik	07627521	31st October, 2026	1,50,000	50,959
Ms. Suguna Raghavan	06601230	13th February, 2027	60,000	89,425
Ms. Revathi Raghunathan	01254043	30th September, 2027	1,50,000	6,00,000
Total			5,10,000	12,72,987

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the period from 1st October, 2026 until 30th September, 2027 or the expiry of their respective tenure, whichever is earlier, the remuneration payable to the aforesaid Directors, in terms of the foregoing resolution, shall be treated as the minimum remuneration payable to the said Directors and shall be paid / provided in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, subject to the limits, conditions, approvals and other requirements prescribed under the Act and the Rules made thereunder, as may be applicable from time to time.

RESOLVED FURTHER THAT the aforesaid consolidated remuneration shall be exclusive of the existing sitting fees, which shall continue to be paid at ₹ 25,000/- per meeting (subject to applicable TDS) to all Non-Executive Independent Directors for attending meetings of the Board and its Committees.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or incidental for giving effect to this resolution, including making such modifications, amendments or revisions to the terms and conditions as may be required by any statutory, regulatory or other competent authority and to settle any question, difficulty or doubt that may arise in this regard"

Item No. 8: Approval of the Material Related Party Transactions, for contracts, sub-contracts, investment arrangements including deposits, and infrastructure and construction projects, with M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co., M/s. Trineva Infra Projects Private Limited and M/s. Renaatus Projects Private Limited.

To consider and pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable provisions of the SEBI Master Circular for compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable SEBI circulars and Industry Standards relating to the minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for entering into and/or continuing the following material Related Party Transactions with:

M/s. CMK Projects Private Limited,

M/s. V. Sathyamoorthy & Co.,

M/s. Trineva Infra Projects Private Limited and

M/s. Renaatus Projects Private Limited,

either individually or in aggregate, for an aggregate value not exceeding ₹ 100 Crores (Rupees One Hundred Crores only), during the period commencing from the date of approval of the Members at this Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of this Annual General Meeting, comprising:

a) entering into contracts and sub-contracts;

b) undertaking investment arrangements, including placement of deposits, as may be permitted under applicable laws;

c) execution of infrastructure and construction projects, including supply of goods and/or provision of services;

d) participation in and execution of direct orders and/or back-to-back orders received from Government and/or private sector entities; and

e) such other transactions and arrangements incidental or ancillary to the aforesaid activities,

on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties, subject to applicable laws and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT each Director of the Company and the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, expedient or desirable, including execution of agreements, contracts, purchase orders, work orders and other documents, in connection with or incidental to the aforesaid Related Party Transactions and to settle any questions, difficulties or doubts that may arise in this regard, without requiring the Members to pass any further resolution in this regard, subject to the applicable provisions of law and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT each Director of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including making necessary applications, filings, disclosures and submissions with the stock exchanges, statutory and regulatory authorities and other concerned persons, as may be necessary, expedient or desirable to give effect to this resolution."

Item No. 9: Approval of the Material Related Party Transactions, for purchase of Goods and Services, reimbursement of expenses and other project-related arrangements, with M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co., M/s. Trineva Infra Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Renaatus Procon Private Limited, M/s. Savidhaanu Centering Works and M/s. Aura Power Private Limited

To consider and pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable provisions of the SEBI Master Circular for compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), including the applicable Industry Standards on minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder, as amended from time to time, and the Company's Policy on Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to enter into and/or continue the following material Related Party Transactions with:

M/s. CMK Projects Private Limited,

M/s. V. Sathyamoorthy & Co.,

M/s. Trineva Infra Projects Private Limited,

M/s. Renaatus Projects Private Limited,

M/s. Renaatus Procon Private Limited,

M/s. Savidhaanu Centering Works and

M/s. Aura Power Private Limited,

either individually or in aggregate, for an aggregate value not exceeding ₹ 100 Crores (Rupees One Hundred Crores only), during the period commencing from the date of approval of the Members at the ensuing Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting, comprising:

a) purchase of goods and services, for an aggregate value not exceeding ₹ 60 Crores;

b) reimbursement of expenses, for an aggregate value not exceeding ₹ 20 Crores; and

c) other project-related arrangements, for an aggregate value not exceeding ₹ 20 Crores,

including arrangements relating to the Company's infrastructure, construction and other projects, on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties and in accordance with applicable laws and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT each Director of the Company and the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, expedient or desirable, including execution of agreements, contracts, purchase orders, work orders and other documents, in connection with or incidental to the aforesaid Related Party Transactions and to settle any questions, difficulties or doubts that may arise in this regard, without requiring the Members to pass any further resolution in this regard, subject to the applicable provisions of law and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT each Director of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including making necessary applications, filings, disclosures and submissions with the stock exchanges, statutory and regulatory authorities and other concerned persons, as may be necessary, expedient or desirable to give effect to this resolution."

Item No. 10: Approval for the Material Related Party Transactions for borrowing of funds from M/S. CMK Projects Private Limited, M/S. Renaatus Projects Private Limited, M/S. Trineva Infra Projects Private Limited and the Promoter-Directors.

To consider and pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable provisions of the SEBI Master Circular for compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable SEBI circulars, clarifications and Industry Standards relating to the minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions, Sections 177, 180(1)(c), 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution for entering into and/or continuing the following material Related Party Transactions with:

(a) M/s. CMK Projects Private Limited;

(b) M/s. Renaatus Projects Private Limited;

(c) M/s. Trineva Infra Projects Private Limited; and

(d) the Promoter-Directors of the Company, namely:

- Mr. S. Nagarajan;
- Mr. C.K. Venkatachalam;
- Mr. S. Anandavadivel; and
- Mr. K.V. Prakash,

either individually or in aggregate, for an aggregate value not exceeding ₹ **50 Crores (Rupees Fifty Crores only)**, during the period commencing from the date of approval of the Members at the ensuing Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting, comprising borrowing of funds by the Company, in one or more tranches, for its business, working capital, project execution and other lawful corporate purposes, including payment of interest at prevailing bank interest rates and/or the effective yield on Government securities, as applicable, and on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties, subject to the applicable provisions of law and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT each Director of the Company and the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, expedient or desirable, including execution of agreements, contracts, purchase orders, work orders and other documents, in connection with or incidental to the aforesaid Related Party Transactions and to settle any questions, difficulties or doubts that may arise in this regard, without requiring the Members to pass any further resolution in this regard, subject to the applicable provisions of law and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT each Director of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including making necessary applications, filings, disclosures and submissions with the stock exchanges, statutory and regulatory authorities and other concerned persons, as may be necessary, expedient or desirable to give effect to this resolution."

BY ORDER OF THE BOARD
For W.S. INDUSTRIES (INDIA) LIMITED

K.V. PRAKASH
WHOLE TIME DIRECTOR
DIN: 01085040

Place: Chennai
Date: 10th August 2026

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, 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, AGM shall be conducted through VC / OAVM, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and the relevant MCA and SEBI circulars.

2. 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 AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. 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.

4. 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.

5. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members 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 venue voting on the date of the AGM will be provided by NSDL. The Company has appointed M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

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

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

8. The Register of Members and Share Transfer Books of the Company will remain closed from 16th September 2026 to 22nd September 2026 (both days inclusive).

9. Pursuant to Section 101 and Section 136 of the Companies Act 2013 read with relevant Companies (Management and Administration Rules), 2014 companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository, To support the 'Green Initiative' Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e- mail address to M/s. Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017.

10. **Option to Pose Questions:**

    In terms of MCA General Circular No. 14/2020, shareholders are provided the facility to either pose questions during the Annual General Meeting (AGM) or submit their questions in advance. The Circular mandates that a company may provide any one of these options. The Company has decided to provide the facility for shareholders to submit their questions in advance.

    Shareholders who wish to submit questions may do so at least seven (7) days before the meeting, i.e., on or before 15th September 2026, by sending their queries along with their name, DP ID and Client ID or folio number, email ID, and mobile number to sectl@wsigroup.in

    The Company will suitably address all such questions during the AGM. Shareholders are encouraged to submit their queries in advance to facilitate proper and informed responses at the meeting.

11. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

12. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking appointment/ re-appointment at the Annual general Meeting is furnished in the explanatory statement.

13. All documents referred to in the accompanying Notice shall be open for inspection electronically at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company. Members seeking to inspect such documents may send their request to **sectl@wsigroup.in**.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3:

Ms. Rajendran Stella Isabella (DIN: 06871120) was appointed as an Additional Director of the Company under the category of Independent Director with effect from 10th August, 2026, by the Board of Directors at its meeting held on 10th August, 2026, pursuant to the provisions of Sections 149, 150, 152, 160 and 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), for a first term of two (2) years, commencing from 10th August, 2026 and ending on 9th August, 2028, subject to approval of the members of the Company at their meeting.

In terms of Section 161(1) of the Act, Ms. Rajendran Stella Isabella, holds office as an Additional Director only up to the date of this General Meeting and is eligible for appointment as an Independent Director by the Members of the Company. Her candidature for the office of Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company in terms of the proviso to Section 160(1) of the Companies Act, 2013.

The Company has also received consent in Form DIR-2 and disclosure of interest in Form MBP-1 from Ms. Rajendran Stella Isabella.

Ms. Rajendran Stella Isabella, has submitted, the following confirmations and declarations:

- a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder and Regulation 16(1)(b) of SEBI LODR;
- confirmation that she is not disqualified from being appointed as a Director under Section 164 of the Act;
- confirmation that she is not debarred from holding the office of Director pursuant to any order of SEBI or any other statutory authority; and
- confirmation of compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board of Directors, based on the recommendation of the NRC, is of the opinion that Ms. Rajendran Stella Isabella, possesses the requisite skills, experience, expertise and integrity and that her association as an Independent Director would be beneficial to the Company and in the best interest of the Company.

Accordingly, it is proposed to appoint Ms. Rajendran Stella Isabella, as an Independent Director (Non-Executive) of the Company for a term of Two (2) consecutive years, commencing from 10th August, 2026 to 09th August, 2028, shall not be liable to retire by rotation.

Remuneration

Statutory and Regulatory Requirements

o **Regulation 17(6)(a) – Remuneration payable to Non-Executive Directors**

The Shareholders may note that, in terms of Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders by way of an Ordinary Resolution is required, for remuneration payable to any Non-Executive Directors and sitting fees excluded, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

o **Section 197 – Companies Act, 2013**

The Shareholders may note that annual remuneration payable to all the Non-Executive Director exceeds 1% of the net profits of the Company computed under Section 198 of the Companies Act, 2013

Particulars	Applicable Amount
Net Profit computed under Section 198	₹ 2.56 Crores
1% of Net Profit	₹ 2.56 Lakhs

Since the remuneration proposed along with the remuneration of existing non-executive directors exceed the limit it is proposed as a special resolution.

In line with the recommendation of the Nomination and Remuneration Committee, and pursuant to Section 197(1)(ii) of the Companies Act, 2013, in accordance with Regulation 17(6)(a) of SEBI LODR, it is proposed to pay consolidated quarterly remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only), subject to applicable tax deduction at source, to Ms. Rajendran Stella Isabella, Proposed Independent Director, on the same terms and conditions as applicable to the existing Independent Directors of the Company, for the period from 01st October, 2026 to 30th September, 2027.

In the event of inadequacy or absence of profits in any financial year during the aforesaid period of one year, from 01st October, 2026 to 30th September, 2027, the aforesaid remuneration shall be treated as minimum remuneration and shall be paid in accordance with Schedule V of the Companies Act, 2013.

In addition, Ms. Rajendran Stella Isabella shall be entitled to sitting fees for attending meetings of the Board of Directors and/or Committees thereof, in accordance with Section 197(5) of the Companies Act, 2013 and the applicable provisions of the SEBI LODR. Such sitting fees shall be excluded from the computation of managerial remuneration for the purposes of Section 197 of the Companies Act, 2013, subject to the applicable provisions of law.

Disclosure

A brief profile of Ms. Rajendran Stella Isabella, and other disclosures as required under Schedule V of the Companies Act, 2013 and rules made thereunder, Regulation 36(3) of SEBI LODR and Secretarial Standard–2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

Nature of Concern or Interest

Ms. Rajendran Stella Isabella (DIN: 06871120) is concerned or interested in the resolution set out at Item No. 3 of the Notice, to the extent of her proposed appointment as an Independent Director and the remuneration proposed to be payable to her upon such appointment. Ms. Rajendran Stella Isabella is not related to any of the Directors or Key Managerial Personnel of the Company.

Based on the records and information available with the Company, Save and except Ms. Rajendran Stella Isabella to the extent stated above, none of the other Directors or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. Further, based on the information available with the Company, none of the relatives of the Directors or Key Managerial Personnel is concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding, if any, in the Company.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of the Members as a Special Resolution.

Item No.4:

Mr. Joyjeet Bose (DIN: 10783441) was appointed as an Additional Director of the Company under the category of Independent Director with effect from 10th August, 2026, by the Board of Directors at its meeting held on 10th August, 2026, pursuant to the provisions of Sections 149, 150, 152, 160 and 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), for a first term of two (2) years, commencing from 10th August, 2026 and ending on 9th August, 2028, subject to approval of the members of the Company at their meeting.

In terms of Section 161(1) of the Act, Mr. Joyjeet Bose, holds office as an Additional Director only up to the date of this General Meeting and is eligible for appointment as an Independent Director by the Members of the Company. His candidature for the office of Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company in terms of the proviso to Section 160(1) of the Companies Act, 2013.

The Company has also received consent in Form DIR-2 and disclosure of interest in Form MBP-1 from Mr. Joyjeet Bose.

Mr. Joyjeet Bose, has submitted, the following confirmations and declarations:

- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder and Regulation 16(1)(b) of SEBI LODR;
- confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other statutory authority; and
- confirmation of compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board of Directors, based on the recommendation of the NRC, is of the opinion that Mr. Joyjeet Bose, possesses the requisite skills, experience, expertise and integrity and that his association as an Independent Director would be beneficial to the Company and in the best interest of the Company.

Accordingly, it is proposed to appoint Mr. Joyjeet Bose, as an Independent Director (Non-Executive) of the Company for a term of Two (2) consecutive years, commencing from 10th August, 2026 to 09th August, 2028, shall not be liable to retire by rotation.

Remuneration

Statutory and Regulatory Requirements

o **Regulation 17(6)(a) – Remuneration payable to Non-Executive Directors**

The Shareholders may note that, in terms of Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders by way of an Ordinary Resolution is required, for remuneration payable to any Non-Executive Directors and sitting fees excluded, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

o **Section 197 – Companies Act, 2013**

The Shareholders may note that annual remuneration payable to all the Non-Executive Director exceeds 1% of the net profits of the Company computed under Section 198 of the Companies Act, 2013

Particulars	Applicable Amount
Net Profit computed under Section 198	₹ 2.56 Crores
1% of Net Profit	₹ 2.56 Lakhs

Since the remuneration proposed along with the remuneration of excising non-executive directors exceed the limit it is proposed as a special resolution.

In line with the recommendation of the Nomination and Remuneration Committee, and pursuant to Section 197(1)(ii) of the Companies Act, 2013, in accordance with Regulation 17(6)(a) of SEBI LODR, it is proposed to pay consolidated quarterly remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only), subject to applicable tax deduction at source, to Mr. Joyjeet Bose, Proposed Independent Director, on the same terms and conditions as applicable to the existing Independent Directors of the Company, for the period from 01st October, 2026 to 30th September, 2027.

In the event of inadequacy or absence of profits in any financial year during the aforesaid period of one year, from 01st October, 2026 to 30th September, 2027, the aforesaid remuneration shall be treated as minimum remuneration and shall be paid in accordance with Schedule V of the Companies Act, 2013.

In addition, Mr. Joyjeet Bose shall be entitled to sitting fees for attending meetings of the Board of Directors and/or Committees thereof, in accordance with Section 197(5) of the Companies Act, 2013 and the applicable provisions of the SEBI LODR. Such sitting fees shall be excluded from the computation of managerial remuneration for the purposes of Section 197 of the Companies Act, 2013, subject to the applicable provisions of law.

Disclosure

A brief profile of Mr. Joyjeet Bose, and other disclosures as required under Schedule V of the Companies Act, 2013 and rules made thereunder, Regulation 36(3) of SEBI LODR and Secretarial Standard–2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

Nature of Concern or Interest

Mr. Joyjeet Bose (DIN: 10783441) is concerned or interested in the resolution set out at Item No. 4 of the Notice, to the extent of his proposed appointment as an Independent Director and the remuneration proposed to be payable to him upon such appointment. Mr. Joyjeet Bose is not related to any of the Directors or Key Managerial Personnel of the Company.

Based on the records and information available with the Company, Save and except Mr. Joyjeet Bose to the extent stated above, none of the other Directors or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Further, based on the information available with the Company, none of the relatives of the Directors or Key Managerial Personnel is concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding, if any, in the Company.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of the Members as a Special Resolution.

Item No. 5:

The Company generally obtains the approval of its Members for Related Party Transactions ("RPTs") for a specified period, which may extend from one Annual General Meeting ("AGM") to the subsequent AGM or for such other period as may be specifically approved by the Members.

The remuneration approval obtained, in respect of Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, from the Members at the 62nd Annual General Meeting ("AGM") of the Company is valid for the period commencing from 1st July, 2025 and ending on 30th September, 2026. However, in view of the long-term interests of the Company, Mr. Seyyadurai Nagarajan (DIN: 07036078), Executive Chairman, Mr. C.K. Venkatachalam (DIN: 00125459), Managing Director and Mr. S. Anandavadivel (DIN: 07783796), Joint Managing Director, have voluntarily decided not to draw the remuneration, commencing from 1st July, 2025. But as per the terms of the remuneration, the Directors were continued to use cars-owned and maintained by the Company on company's business, in line with the Company's business profile.

Rationale and Justification

Notwithstanding their decision not to draw remuneration, Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, have continued to perform their respective executive functions and discharge their responsibilities by providing strategic leadership to the Company.

They have continued to oversee the Company's business operations, business development, project execution, financial management, stakeholder engagement and implementation of its long-term strategic objectives.

The continuation of the Company-owned vehicle facility is proposed as part of the existing terms and conditions applicable to their respective appointments and is intended to facilitate their discharge of official duties and business responsibilities. The arrangement does not involve any transfer of ownership or proprietary interest in the vehicles and is subject to the Company's policies.

Recommendation of the Remuneration:

Name and DIN	Designation	Monthly / Annual Remuneration (₹)	Other Terms & Conditions
Mr. S. Nagarajan (DIN: 07036078)	Executive Chairman	Nil	Use of Car owned by the Company, for official and business requirements, in line the Company's business profile.
Mr. C.K. Venkatachalam (DIN: 00125459)	Managing Director	Nil	Use of Car owned by the Company, for official and business requirements, in line the Company's business profile.
Mr. S. Anandavadivel (DIN: 07783796)	Joint-Managing Director	Nil	Use of Car owned by the Company, for official and business requirements, in line the Company's business profile.

The aforesaid proposed remuneration was recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their meetings held on 10.08.2026. based on the following rationale:

- Notwithstanding their decision not to draw remuneration, Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, have continued to perform their respective executive functions and discharge their responsibilities by providing strategic leadership to the Company.
- They have continued to oversee the Company's business operations, business development, project execution, financial management, stakeholder engagement and implementation of its long-term strategic objectives.
- in accordance with the applicable RPT framework and the Industry Standards on minimum information was provided to the Audit Committee for its review and approval along with the certificate from the Chief Executive Officer ("CEO")/Managing Director ("MD")/Whole-time Director ("WTD")/Manager and Chief Financial Officer ("CFO") of the Company, as applicable, confirming that the terms of the proposed RPTs are in the interest of the Company.

The principal terms and financial aspects of the proposed continuation of the vehicle facility are summarised below:

Particulars	Mr. S. Nagarajan, Executive Chairman	Mr. C.K. Venkatachalam, Managing Director	Mr. S. Anandavadivel, Joint-Managing Director
Nature of facility	Continuation of existing facility for use in connection with official duties and business requirements of the Company		
Period of proposed continuation	1st October, 2026 to 21st July, 2027		

Particulars	Mr. S. Nagarajan, Executive Chairman	Mr. C.K. Venkatachalam, Managing Director	Mr. S. Anandavadivel, Joint-Managing Director
Ownership of vehicle	Vehicle acquired and held by the Company		
Ownership/proprietary interest of Director	Nil. No ownership, title, beneficial interest or proprietary right is transferred or proposed to be transferred to the Director		
Company-provided driver	No		
Driver, if independently engaged	To be arranged and paid for by the Director, without reimbursement by the Company		
Fuel / petrol / diesel	To be borne directly by the Director; no reimbursement by the Company		
Insurance	To be borne and paid directly by the Company in respect of the Company-owned vehicle		
Servicing, repairs and maintenance	To be borne and paid directly by the Company in respect of the Company-owned vehicle		
Transfer of vehicle to Director	Nil		
Cash remuneration proposed	Nil		
Historical separate monetary value assigned to vehicle facility as cash remuneration	Nil		
Taxable perquisite under Rule 3 of Income-tax Rules, 1962	To be determined in accordance with applicable provisions		
Indicative Rule 3 valuation, if treated as partly official and partly personal use and vehicle exceeds 1.6 litres, without Company-provided chauffeur	₹ 1,800 per month, subject to applicable conditions		
Indicative Rule 3 value for period 1st October, 2026 to 21st July, 2027	Approximately ₹ 17,460, subject to final computation under Rule 3		
RPT disclosure value	No fixed monetary value is proposed to be assigned upfront, as no fixed monetary remuneration is payable. The vehicle-related expenses, if any, incurred by the Company are in respect of Company-owned vehicles and relate to the Company's assets. Accordingly, such expenses do not, by themselves, constitute monetary remuneration to the Director. Any applicable perquisite value under Rule 3 of the Income-tax Rules, 1962, shall be considered, if required, for determining the value of the transaction under the applicable regulatory framework.		

Applicability of Industry Standards on Minimum Information to be Provided to Shareholders

In respect of Mr. C.K. Venkatachalam and Mr.S. Anandavadivel: The respective proposed transaction, together with the aggregate value of transactions with the related party/category of related parties, **does not exceed ₹ 1 crore** and, accordingly, the relevant Industry Standards on minimum information to be provided to shareholders **are not applicable**.

In respect of Mr. S. Nagarajan: The proposed transaction, together with the aggregate value of transactions with the related party/category of related parties, **exceeds ₹ 1 crore** and, accordingly, the relevant Industry Standards on minimum information to be provided to shareholders **are applicable**.

The information prescribed under the Industry Standards is annexed to and forms an integral part of this Notice of the Annual General Meeting for the information and consideration of the Members.

Reason for Placing the Proposal before the Members for Approval

The Members may note that no managerial remuneration is proposed to be paid to Mr. S. Nagarajan, Executive Chairman, or Mr. C.K. Venkatachalam, Managing Director, or Mr. S. Anandavadivel, Joint-Managing Director, for the period commencing from 1st October, 2026 until the expiry of their respective present tenure on 21st July, 2027. Accordingly, the individual remuneration thresholds prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") are not attracted in respect of either of the aforesaid Directors.

However, the remuneration proposed to be paid to the Whole-time Director of the Company, as set out under a separate item of the Notice, forms part of the aggregate remuneration payable to the Promoter Executive Directors of the Company. The aggregate remuneration payable to the Promoter Executive Directors, when considered together, exceeds the threshold of 5% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013, prescribed under Regulation 17(6)(e) of the SEBI LODR Regulations.

Accordingly, approval of the Members by way of a Special Resolution is required under Regulation 17(6)(e) of the SEBI LODR Regulations in respect of the overall remuneration payable to the Promoter Executive Directors. The proposal relating to the remuneration and other terms and conditions applicable to Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, is therefore being placed before the Members for their approval as part of the overall remuneration framework applicable to the Promoter Executive Directors of the Company.

The Members may further note that the continuation of the Company-owned and maintained car facility proposed for Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, does not, by itself, trigger the requirement of Members' approval under Regulation 17(6)(e) of the SEBI LODR Regulations. The said facility is, however, being placed before the Members as part of the overall terms and conditions applicable to the aforesaid Directors and in accordance with the applicable provisions governing Related Party Transactions and the Company's approval framework.

Accordingly, the Special Resolution is being placed before the Members for approval having regard to the overall remuneration payable to the Promoter Executive Directors, including the remuneration proposed to be paid to the Whole-time Director under the separate agenda item, and not on account of any cash remuneration proposed to be paid to Mr. S. Nagarajan or Mr. C.K. Venkatachalam or Mr. S. Anandavadivel under the present proposal.

Approval for Minimum Remuneration in the Event of Inadequacy or Absence of Profits

The Members may note that no cash remuneration is presently proposed to be paid to Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director, and Mr. S. Anandavadivel, Joint-Managing Director, from 1st October, 2026 until the expiry of their respective present tenure on 21st July, 2027.

However, as a matter of prudence and to provide the necessary statutory flexibility, approval of the Members is being sought under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act"). Accordingly, in the event of inadequacy or absence of profits, the Company may, if remuneration becomes payable to any of the aforesaid Directors, pay such minimum remuneration as may be permissible under the Act and Schedule V, subject to the applicable limits, conditions and approvals.

This approval shall not be construed as an obligation on the Company to pay remuneration where none is otherwise proposed or payable.

Nature of Concern or Interest

Mr. S. Nagarajan (DIN: 07036078), Executive Chairman, Mr. C.K. Venkatachalam (DIN: 00125459), Managing Director, and Mr. S. Anandavadivel (DIN: 07783796), Joint-Managing Director, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, as the resolution relates to the continuation of the existing Company-owned car facility and other terms and conditions applicable to their respective appointments.

Based on the disclosures and declarations made available to the Company, the aforesaid Directors have disclosed their respective concern or interest in the proposed arrangement. The Company has not received any disclosure indicating any separate concern or interest, financial or otherwise, of their respective relatives in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Save and except for the aforesaid Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Members may further note that, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall not vote to approve the proposed Related Party Transaction, whether or not the related party is a party to the particular transaction, to the extent applicable.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

Item No. 6:

The Company generally obtains the approval of its Members for Related Party Transactions (“RPTs”) for a specified period, which may extend from one Annual General Meeting (“AGM”) to the subsequent AGM or for such other period as may be specifically approved by the Members.

The remuneration approval obtained, in respect of Mr. K.V. Prakash, Whole Time Director, from the Members at the 62nd Annual General Meeting (“AGM”) of the Company is valid for the period commencing from 1st July, 2025 and ending on 30th September, 2026.

Rationale and Justification

Mr. K.V. Prakash (DIN: 01085040), Whole Time Director of the Company has continued to perform his executive functions and discharge his responsibilities by providing strategic leadership to the Company.

He has continued to oversee the Company’s business operations, business development, project execution, financial management, stakeholder engagement and implementation of its long-term strategic objectives.

The continuation of the Company-owned vehicle facility is proposed as part of the existing terms and conditions applicable to his appointment and is intended to facilitate his discharge of official duties and business responsibilities. The arrangement does not involve any transfer of ownership or proprietary interest in the vehicles and is subject to the Company’s policies.

Recommendation of the Remuneration:

Name and DIN	Designation	Monthly Remuneration (₹)	Remuneration till this present tenure (₹)	Annual Remuneration (₹)	Other Terms & Conditions
Mr. K.V. Prakash (DIN: 01085040)	Whole Time Director	5,00,000.00	48,50,000.00	60,00,000.00	Use of Car owned by the Company, for official and business requirements, in line the Company's business profile.

The aforesaid proposed remuneration was recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their meetings held on 10.08.2026. based on the following rationale:

- Mr. K.V. Prakash, Whole Time Director of the Company have continued to perform his executive functions and discharge his responsibilities by providing strategic leadership and oversee the Company's business operations, business development, project execution, financial management, stakeholder engagement and implementation of its long-term strategic objectives for the Company.
- in accordance with the applicable RPT framework and the Industry Standards on minimum information was provided to the Audit Committee for its review and approval along with the certificate from the Chief Executive Officer ("CEO")/Managing Director ("MD")/Whole-time Director ("WTD")/Manager and Chief Financial Officer ("CFO") of the Company, as applicable, confirming that the terms of the proposed RPTs are in the interest of the Company.

The principal terms and financial aspects of the proposed continuation of the vehicle facility are summarised below:

Particulars	Mr. K.V. Prakash, Whole Time Director
Nature of facility	Continuation of existing facility for use in connection with official duties and business requirements of the Company
Period of proposed continuation	1st October, 2026 to 21st July, 2027
Ownership of vehicle	Vehicle acquired and held by the Company
Ownership / proprietary interest of Director	Nil. No ownership, title, beneficial interest or proprietary right is transferred or proposed to be transferred to the Director
Company-provided driver	No
Driver, if independently engaged	To be arranged and paid for by the Director, without reimbursement by the Company
Fuel / petrol / diesel	To be borne directly by the Director; no reimbursement by the Company
Insurance	To be borne and paid directly by the Company in respect of the Company-owned vehicle
Servicing, repairs and maintenance	To be borne and paid directly by the Company in respect of the Company-owned vehicle
Transfer of vehicle to Director	Nil
Cash remuneration proposed	As detailed in the below table
Historical separate monetary value assigned to vehicle facility as cash remuneration	Nil

Particulars	Mr. K.V. Prakash, Whole Time Director
Taxable perquisite under Rule 3 of Income-tax Rules, 1962	To be determined in accordance with applicable provisions
Indicative Rule 3 valuation, if treated as partly official and partly personal use and vehicle exceeds 1.6 litres, without Company-provided chauffeur	₹ 1,800 per month, subject to applicable conditions
Indicative Rule 3 value for period 1st October, 2026 to 21st July, 2027	Approximately ₹ 17,460, subject to final computation under Rule 3
RPT disclosure value	Fixed monetary remuneration is payable, as stated above. The vehicle-related expenses, if any, incurred by the Company are in respect of Company-owned vehicles and relate to the Company's assets. Accordingly, such expenses do not, by themselves, constitute monetary remuneration to the Director. Any applicable perquisite value under Rule 3 of the Income-tax Rules, 1962, shall be considered, if required, for determining the value of the transaction under the applicable regulatory framework.

Applicability of Industry Standards on Minimum Information to be Provided to Shareholders

The proposed transaction, together with the aggregate value of transactions with the related party/category of related parties, **exceeds ₹ 1 crore** and, accordingly, the relevant Industry Standards on minimum information to be provided to shareholders **are applicable**. The information prescribed under the Industry Standards is annexed to and forms an integral part of this Notice of the Annual General Meeting for the information and consideration of the Members.

Reason for Placing the Proposal before the Members for Approval

The Members may note that no revision in managerial remuneration is proposed for Mr. K.V. Prakash, Whole Time Director, for the period commencing from 1st October, 2026 until the expiry of his present tenure on 21st July, 2027 as below:

Name and DIN	Designation	Monthly Remuneration (₹)	Remuneration till this present tenure (₹)	Annual Remuneration (₹)	Other Terms & Conditions
Mr. K.V. Prakash (DIN: 01085040)	Whole Time Director	5,00,000.00	48,50,000.00	60,00,000.00	Use of Car owned by the Company, for official and business requirements, in line the Company's business profile.

Accordingly, the remuneration thresholds prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") are attracted in respect of Whole-time Director.

However, no remuneration is being paid to Mr. S. Nagarajan, Mr. CK Venkatachalam and Mr. S. Anandavadivel, the remuneration proposed to be paid to the Whole-time Director of the Company, forms part of the aggregate remuneration payable to the Promoter Executive Directors of the Company, which exceeds the threshold of 5% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013, prescribed under Regulation 17(6)(e) of the SEBI LODR Regulations.

Accordingly, approval of the Members by way of a Special Resolution is required under Regulation 17(6)(e) of the SEBI LODR Regulations in respect of the overall remuneration payable to the Promoter Executive Directors. The proposal relating to the remuneration and other terms and conditions applicable to Mr. K.V. Prakash, Whole Time Director, is therefore being placed before the Members for their approval as part of the overall remuneration framework applicable to the Promoter Executive Directors of the Company.

The Members may further note that along with the proposed remuneration, continuation of the Company-owned and maintained car facility proposed for Mr. K.V. Prakash, Whole Time Director, which triggers the requirement of Members' approval under Regulation 17(6)(e) of the SEBI LODR Regulations. The said facility is being placed before the Members as part of the overall terms and conditions applicable to the aforesaid Directors and in accordance with the applicable provisions governing Related Party Transactions and the Company's approval framework.

Approval for Minimum Remuneration in the Event of Inadequacy or Absence of Profits

The Members may note that, in addition to the cash remuneration proposed to be paid to Mr. K.V. Prakash, Whole Time Director, for the period from 1st October, 2026 until the expiry of his present tenure on 21st July, 2027, approval is also being sought under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, to enable payment of minimum remuneration in the event of inadequacy or absence of profits.

Accordingly, if the Company has no profits or inadequate profits during the aforesaid period, Mr. K.V. Prakash may be paid such minimum remuneration as may be permissible under the applicable provisions of the Act and Schedule V thereto, subject to the prescribed limits, conditions and approvals.

The proposed approval is sought as a matter of prudence to provide the necessary statutory flexibility and shall not be construed as an obligation on the Company to pay any remuneration that is otherwise not proposed or payable.

Nature of Concern or Interest

Mr. K.V. Prakash, Whole Time Director, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6, to the extent of the remuneration and other terms and conditions proposed to be applicable to him, including the continuation of the Company-owned vehicle facility during the proposed period.

Based on such disclosures and information available with the Company, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Save and except Mr. K.V. Prakash, Whole Time Director, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval of the Members as a Special Resolution.

Item No. 7:

The Company continues to benefit from the strategic oversight and governance contributions of its Non-Executive Independent Directors during its business restructuring and growth phase. It is proposed to continue the current remuneration structure as detailed below to the Independent Directors **without any revision**, for the period from **1st October, 2026** until **30th September, 2027** or the expiry of their respective tenure, whichever is earlier.

Proposed Quarterly Remuneration

Accordingly, the Shareholders may consider and, if thought fit, the continuation of the following remuneration for the period commencing from 1st October, 2026 until 30th September, 2027 or until the expiry of the respective tenure of the Independent Director, whichever is earlier:

Name of Independent Directors	DIN	Remuneration proposed upto	Consolidated Quarterly Remuneration (₹) (subject to applicable TDS)	Remuneration for the proposed Period (₹) (01.10.2026 up to the date specified) (subject to applicable TDS)
Mr. J. Sridharan	07720632	20th August, 2027	1,50,000	5,32,603
Mr. R. Karthik	07627521	31st October, 2026	1,50,000	50,959
Ms. Suguna Raghavan	06601230	13th February, 2027	60,000	89,425
Ms. Revathi Raghunathan	01254043	30th September, 2027	1,50,000	6,00,000
Total			5,10,000	12,72,987

Basis of Computation of Remuneration for the Proposed Period

The Shareholders may note that the remuneration payable to the Independent Directors for the proposed period has been computed on a **pro-rata basis**, taking into consideration the actual period commencing from **1st October, 2026** up to the respective date specified in the proposal. The remuneration has been calculated using the following formula:

Remuneration Payable = Annual Remuneration × (Actual Number of Days ÷ 365)

Accordingly, the remuneration payable for the proposed period has been computed as under:

Name of IDs	Period	Actual No. of Days	Calculation	Remuneration Payable
Mr. J. Sridharan	01.10.2026 to 20.08.2027	324	₹ 6,00,000 × 324 ÷ 365	₹ 5,32,603
Mr. R. Karthik	01.10.2026 to 31.10.2026	31	₹ 6,00,000 × 31 ÷ 365	₹ 50,959
Ms. Suguna Raghavan	01.10.2026 to 13.02.2027	136	₹ 2,40,000 × 136 ÷ 365	₹ 89,425
Ms. Revathi Raghunathan	01.10.2026 to 30.09.2027	365	₹ 6,00,000 × 365 ÷ 365	₹ 6,00,000

Statutory and Regulatory Requirements

- **Regulation 17(6)(a) – Remuneration payable to Non-Executive Directors**

  The Shareholders may note that, in terms of Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders by way of an Ordinary Resolution is required, for remuneration payable to any Non-Executive Directors and sitting fees excluded, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

o **Section 197 – Companies Act, 2013**

The Shareholders may note that annual remuneration payable to all the Non-Executive Director exceeds 1% of the net profits of the Company computed under Section 198 of the Companies Act, 2013

Particulars	Applicable Amount
Net Profit computed under Section 198	₹ 2.56 Crores
1% of Net Profit	₹ 2.56 Lakhs

In case of inadequacy or absence of profits, such remuneration will be paid in accordance with the provisions of Schedule V to the Act as minimum remuneration.

It is also clarified that the consolidated quarterly remuneration proposed herein is over and above the existing sitting fees of ₹ 25,000 per meeting paid to Non-Executive Directors for attending Board and Committee meetings. These sitting fees are in accordance with Section 197(5) of the Companies Act, 2013 and do not form part of managerial remuneration, and hence do not require separate shareholder approval.

Nature of Concern or Interest

The existing Non-Executive Independent Directors of the Company, namely Mr. J. Sridharan, Mr. R. Karthik, Ms. Suguna Raghavan and Ms. Revathi Raghunathan, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7, to the extent of the remuneration proposed to be payable to them under the resolution.

Based on such disclosures and information available with the Company, none of the respective relatives of the aforesaid Independent Directors has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Save and except the aforesaid Independent Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 7 of the Notice for approval of the Members as a Special Resolution.

Item No. 8:

The following Explanatory Statement sets out the material facts relating to the Special Resolution proposed at Item No.8 of the accompanying Notice, pursuant to Section 102 of the Companies Act, 2013 (“Act”), and the relevant information required to be provided to the Members under the applicable provisions of the Act, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the applicable SEBI Master Circular, applicable SEBI circulars and Industry Standards relating to Related Party Transactions (“RPTs”).

Regulatory Framework and Approval Requirements

The Company, being a listed entity, is required to comply with the applicable provisions of the Companies Act, 2013 (“Act”), the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the applicable SEBI Master Circulars, circulars and Industry Standards relating to Related Party Transactions (“RPTs”), as amended from time to time.

The proposed transactions with M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co., M/s. Trineva Infra Projects Private Limited and M/s. Renaatus Projects Private Limited (collectively, the “Related Parties”) have been reviewed and approved by the Audit Committee in accordance with applicable law and are proposed to be entered into and/or continued, either individually or in aggregate, for an aggregate value not exceeding ₹ 100 Crores (Rupees One Hundred Crores only), during the period commencing from the date of approval of the Members at the ensuing Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting.

Nature and Scope of the Proposed Transactions

The proposed transactions comprise:

a) entering into contracts and sub-contracts;

b) undertaking investment arrangements, including placement of deposits, as may be permitted under applicable laws;

c) execution of infrastructure and construction projects, including supply of goods and/or provision of services;

d) participation in and execution of direct orders and/or back-to-back orders received from Government and/or private sector entities; and

e) such other transactions and arrangements incidental or ancillary to the aforesaid activities.

The proposed transactions may be undertaken with the aforesaid Related Parties either individually or in aggregate, within the overall value and parameters set out in the proposed resolution.

Materiality of the Proposed Related Party Transactions

The proposed aggregate value of ₹ 100 Crores represents approximately 104.55% of the Company’s consolidated turnover of ₹ 95.64 Crores for FY 2025–26 and exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations.

Accordingly, the proposed transactions constitute material Related Party Transactions and require the prior approval of the Members in accordance with Regulation 23 of the SEBI LODR Regulations and other applicable provisions of law.

Rationale and Justification for the Proposed Transactions

The Company is actively executing and planning infrastructure and construction projects, which require access to specialised services, manpower, technical resources, plant and machinery, materials and other critical resources that may not be available in-house. To ensure uninterrupted project execution and timely fulfilment of client requirements, specifications and contractual commitments, the Company proposes to procure such goods and services and enter into other project-related arrangements with the aforesaid Related Parties who possess or have access to the requisite capabilities and resources.

The proposed arrangements are expected to facilitate operational efficiency, cost-effectiveness, resource optimisation and scalability of the Company’s business operations.

The proposed Related Party Transactions shall be undertaken in accordance with applicable laws and the Company’s Policy on Related Party Transactions and, where applicable, on an arm’s length basis and on terms not less favourable to the Company than those prevailing in transactions with unrelated parties.

The proposed transactions are therefore considered to be in the interest of the Company and its Members, as they are expected to facilitate timely execution of infrastructure and construction projects, ensure availability of requisite resources and support the Company’s business growth and scalability in line with its commercial and strategic objectives.

Omnibus Approval

The proposed transactions are repetitive and recurring in nature and may involve multiple contracts, purchase orders, project requirements and other arrangements during the approval period. Accordingly, it may not be practicable to seek separate approval of the Members for each individual transaction or contract.

The approval of the Members is therefore being sought by way of an omnibus approval within the overall value and parameters set out in the proposed resolution.

Audit Committee and Board Approval

The proposed Related Party Transactions have been placed before and reviewed by the Audit Committee in accordance with the applicable provisions of the Act and the SEBI LODR Regulations.

The relevant information and disclosures prescribed under the applicable SEBI framework, including the applicable Industry Standards and SEBI circulars relating to the minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions, together with the requisite certificate furnished by the Chief Executive Officer / Managing Director / Whole-time Director / Manager and the Chief Financial Officer of the Company, as applicable, confirming that the terms of the proposed Related Party Transactions are in the interest of the Company, have been placed before and considered by the Audit Committee and the Board of Directors at their respective meetings on 10.08.2026.

Based on the recommendation of the Audit Committee and after considering the relevant information and the aforesaid certificate, the Board of Directors is of the view that the proposed Related Party Transactions are in the interest of the Company and its Members and accordingly recommends the Special Resolution set out at Item No.8 of the accompanying Notice for approval of the Members.

Details of the Related Parties and Nature of Relationship is disclosed in Industry Standards Disclosure (ISD) which is annexed and forms an integral part of this Notice of the Annual General Meeting.

Nature of Concern or Interest

Based on the disclosures and declarations available with the Company, for the purpose of determining the nature of concern or interest in the proposed resolution, Mr. C.K. Venkatachalam, Mr. C.K. Balasubramanian, Mr. S. Anandavadivel and Mr. S. Aravindan, Directors of the Company, are concerned or interested, financially or otherwise, in the proposed resolution, to the extent of their respective relationship and/or interest in the aforesaid Related Parties, as disclosed in the Industry Standards Disclosure (“ISD”) / Annexure forming part of this Notice.

The Company has considered the disclosures and declarations received from the concerned Directors and the information available with the Company in determining the nature of such concern or interest. The nature and extent of the relationship and/or interest of the aforesaid Directors with the Related Parties are set out in the ISD / Annexure forming part of this Notice.

Based on the disclosures and information available with the Company, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The aforesaid Directors shall not participate in the discussion or vote on the proposed resolution at the Board level, to the extent applicable under the Act and the SEBI LODR Regulations.

Voting Restriction for Related Parties

Pursuant to Regulation 23 of the SEBI LODR Regulations, no Related Party of the Company shall vote to approve the proposed resolution, whether or not such Related Party is a Related Party to the particular transaction for which the resolution is being placed before the Members. Accordingly, the voting restriction applicable to Related Parties shall be given effect to at the ensuing Annual General Meeting in accordance with the applicable provisions of the SEBI LODR Regulations.

Minimum Information / Industry Standards

The relevant disclosures and minimum information prescribed under the applicable SEBI framework, including the applicable Industry Standards and SEBI circulars relating to the minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions, together with the requisite certificate furnished by the Chief Executive Officer / Managing Director / Whole-time Director / Manager and the Chief Financial Officer of the Company, as applicable, confirming that the terms of the proposed Related Party Transactions are in the interest of the Company, have been considered by the Audit Committee and the Board of Directors.

The Industry Standards / prescribed minimum information required to be provided to the Audit Committee and the Members for approval of Related Party Transactions (“ISD”), as applicable under the SEBI framework, is annexed to and forms an integral part of this Notice of the Annual General Meeting for the information and consideration of the Members.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 8 of the Notice for approval of the Members as a Special Resolution.

Item No. 9

The following Explanatory Statement sets out the material facts relating to the Special Resolution proposed at Item No.9 of the accompanying Notice, pursuant to Section 102 of the Companies Act, 2013 (“Act”), and the relevant information required to be provided to the Members under the applicable provisions of the Act, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the applicable SEBI Master Circular, applicable SEBI circulars and Industry Standards relating to Related Party Transactions (“RPTs”).

Regulatory Framework and Approval Requirements

The Company, being a listed entity, is required to comply with the applicable provisions of the Companies Act, 2013 (“Act”), the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the applicable SEBI Master Circulars, circulars and Industry Standards relating to Related Party Transactions (“RPTs”), as amended from time to time.

The proposed transactions with M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co, M/s. Trineva Infra Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Renaatus Procon Private Limited, M/s. Savidhaanu Centering Works, M/s. Aura Power Private Limited (collectively, the “Related Parties”) have been reviewed and approved by the Audit Committee in accordance with applicable law and are proposed to be entered into and/or continued, either individually or in aggregate, for an aggregate value not exceeding ₹ 100 Crores (Rupees One Hundred Crores only), during the period commencing from the date of approval of the Members at the ensuing Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting.

Nature and Scope of the Proposed Transactions

The proposed transactions comprise:

a) purchase of goods and services, for an aggregate value not exceeding ₹ 60 Crores;

b) reimbursement of expenses, for an aggregate value not exceeding ₹ 20 Crores; and

c) other project-related arrangements, for an aggregate value not exceeding ₹ 20 Crores, including arrangements relating to the Company's infrastructure, construction and other projects, on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties and in accordance with applicable laws and the Company's Policy on Related Party Transactions.

Materiality of the Proposed Related Party Transactions

The proposed aggregate value of ₹ 100 Crores represents approximately 104.55% of the Company's consolidated turnover of ₹ 95.64 Crores for FY 2025–26 and exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations.

Accordingly, the proposed transactions constitute material Related Party Transactions and require the prior approval of the Members in accordance with Regulation 23 of the SEBI LODR Regulations and other applicable provisions of law.

Rationale and Justification for the Proposed Transactions

The Company is actively executing and planning infrastructure and construction projects, which require access to specialised services, manpower, technical resources, plant and machinery, materials and other critical resources that may not be available in-house. To ensure uninterrupted project execution and timely fulfilment of client requirements, specifications and contractual commitments, the Company proposes to procure such goods and services and enter into other project-related arrangements with the aforesaid Related Parties who possess or have access to the requisite capabilities and resources.

The proposed arrangements are expected to facilitate operational efficiency, cost-effectiveness, resource optimisation and scalability of the Company's business operations. The proposed transactions shall be undertaken in compliance with applicable laws and the Company's Policy on Related Party Transactions and, where applicable, on an arm's length basis and on terms not less favourable to the Company than those prevailing in transactions with unrelated parties.

The proposed transactions are, therefore, considered to be in the interest of the Company and its shareholders, as they are expected to facilitate timely execution of infrastructure and construction projects, ensure resource availability and support the Company's business growth and scalability in line with its commercial and strategic objectives.

Omnibus Approval

The proposed transactions are repetitive and recurring in nature and may involve multiple purchase of goods and services, reimbursement of expenses and other project-related arrangements during the approval period. Accordingly, it may not be practicable to seek separate approval of the Members for each individual transaction or contract.

The approval of the Members is therefore being sought by way of an omnibus approval within the overall value and parameters set out in the proposed resolution.

Audit Committee and Board Approval

The proposed Related Party Transactions have been placed before and reviewed by the Audit Committee in accordance with the applicable provisions of the Act and the SEBI LODR Regulations.

The relevant information and disclosures prescribed under the applicable SEBI framework, including the applicable Industry Standards and SEBI circulars relating to the minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions, together with the requisite certificate furnished by the Chief Executive Officer / Managing Director / Whole-time Director / Manager and the Chief Financial Officer of the Company, as applicable, confirming that the terms of the proposed Related Party Transactions are in the interest of the Company, have been placed before and considered by the Audit Committee and the Board of Directors at their respective meetings on 10.08.2026.

Based on the recommendation of the Audit Committee and after considering the relevant information and the aforesaid certificate, the Board of Directors is of the view that the proposed Related Party Transactions are in the interest of the Company and its Members and accordingly recommends the Special Resolution set out at Item No.9 of the accompanying Notice for approval of the Members.

Details of the Related Parties and Nature of Relationship is disclosed in Industry Standards Disclosure (ISD)

Nature of Concern or Interest

Based on the disclosures and declarations available with the Company, for the purpose of determining the nature of concern or interest in the proposed resolution, Mr. C.K. Venkatachalam, Mr. C.K. Balasubramanian, Mr. S. Anandavadivel and Mr. S. Aravindan, Directors of the Company, are concerned or interested, financially or otherwise, in the proposed resolution, to the extent of their respective relationship and/or interest in the aforesaid Related Parties, as disclosed in the Industry Standards Disclosure ("ISD") / Annexure forming part of this Notice.

The Company has considered the disclosures and declarations received from the concerned Directors and the information available with the Company in determining the nature and extent of their concern or interest in the proposed resolution. The details of the relationship and/or interest of the aforesaid Directors with the Related Parties are set out in the ISD / Annexure forming part of this Notice.

Based on the disclosures and information available with the Company, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The aforesaid Directors shall not participate in the discussion or vote on the proposed resolution at the Board level, to the extent applicable under the Act and the SEBI LODR Regulations.

Voting Restriction for Related Parties

Pursuant to Regulation 23 of the SEBI LODR Regulations, no Related Party of the Company shall vote to approve the proposed resolution, whether or not such Related Party is a Related Party to the particular transaction for which the resolution is being placed before the Members. Accordingly, the voting restriction applicable to Related Parties shall be given effect to at the ensuing Annual General Meeting in accordance with the applicable provisions of the SEBI LODR Regulations.

Minimum Information / Industry Standards

The relevant disclosures and minimum information prescribed under the applicable SEBI framework, including the applicable Industry Standards and SEBI circulars relating to the minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions, together with the requisite certificate furnished by the Chief Executive Officer / Managing Director / Whole-time Director / Manager and the Chief Financial Officer of the Company, as applicable, confirming that the terms of the proposed Related Party Transactions are in the interest of the Company, have been considered by the Audit Committee and the Board of Directors.

The Industry Standards / prescribed minimum information required to be provided to the Audit Committee and the Members for approval of Related Party Transactions ("ISD"), as applicable under the SEBI framework, is annexed to and forms an integral part of this Notice of the Annual General Meeting for the information and consideration of the Members.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 9 of the Notice for approval of the Members as a Special Resolution.

Item No. 10

The following Explanatory Statement sets out the material facts relating to the Special Resolution proposed at Item No.10 of the accompanying Notice, pursuant to Section 102 of the Companies Act, 2013 ("Act"), and the relevant information required to be provided to the Members under the applicable provisions of the Act, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable SEBI Master Circular, applicable SEBI circulars and Industry Standards relating to Related Party Transactions ("RPTs").

Background and Approval Requirements

The Company, being a listed entity, is required to comply with the applicable provisions of the Act, the SEBI LODR Regulations, the SEBI Master Circular and the applicable SEBI circulars, clarifications and Industry Standards governing Related Party Transactions ("RPTs").

Pursuant to the applicable provisions of Section 177 of the Act read with Regulation 23 of the SEBI LODR Regulations, the proposed RPTs are required to be placed before the Audit Committee for its prior approval. Further, since the aggregate value of the proposed RPTs exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations, prior approval of the Members is required.

The proposed transactions have accordingly been considered and recommended by the Audit Committee and approved by the Board of Directors, subject to approval of the Members by way of this Special Resolution.

The information required to be placed before the Audit Committee and the Members under the applicable SEBI framework, including the applicable Industry Standards and SEBI circulars relating to the minimum information to be provided for approval of RPTs, is annexed to and forms an integral part of this Notice of the Annual General Meeting for the information and consideration of the Members.

Details of the Proposed Transactions

The Company proposes to borrow funds, in one or more tranches, either individually from or in aggregate from the following Related Parties:

The proposed borrowings shall be for the Company's business, working capital, project execution and other lawful corporate purposes and may include payment of interest at prevailing bank interest rates and/or the effective yield on Government securities, as applicable.

The aggregate value of the proposed transactions shall not exceed ₹ 50 Crores (Rupees Fifty Crores only) during the period commencing from the date of approval of the Members at the ensuing Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting.

The transactions may be undertaken in one or more tranches and on such terms and conditions as may be mutually agreed with the respective Related Parties, subject to applicable laws and the Company's Policy on Related Party Transactions.

Materiality of the Proposed Transactions

The aggregate value of the proposed transactions is ₹ 50 Crores, as against the Company's consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26.

Accordingly, the proposed transaction value represents approximately 52.27% of the Company's annual consolidated turnover and exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations.

The proposed transactions therefore constitute Material Related Party Transactions and require prior approval of the Members in accordance with Regulation 23 of the SEBI LODR Regulations.

The approval is being sought by way of an omnibus approval considering the recurring and ongoing nature of the Company's funding requirements and the possibility of borrowings being availed in one or more tranches during the approval period.

Borrowing Powers under Section 180(1)(c) of the Act

Section 180(1)(c) of the Act requires the consent of the Members by way of a Special Resolution where the money proposed to be borrowed, together with the money already borrowed by the Company, exceeds the 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, subject to the applicable provisions of the Act.

The Members of the Company, pursuant to the postal ballot notice dated 12th April 2018 and the results declared on 30th May 2018, had approved an overall borrowing limit of ₹ 700 Crores (Rupees Seven Hundred Crores only) in excess of the aggregate of the paid-up share capital and free reserves of the Company.

Accordingly, the proposed borrowings are intended to be within the overall borrowing powers approved by the Members under Section 180(1)(c) of the Act, subject to the borrowing limits and powers available to the Company from time to time and compliance with applicable law.

The approval sought under this Item is primarily for obtaining the prior approval of the Members for the proposed Material Related Party Transactions under Regulation 23 of the SEBI LODR Regulations and shall not be construed as enhancing or altering the overall borrowing limit already approved under Section 180(1)(c) of the Act.

Compliance with Provisions Relating to Acceptance of Deposits

In respect of any borrowings proposed to be received from the Promoter-Directors, the Company shall comply with the applicable provisions of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, including the applicable exemptions from the definition of "deposit".

Where applicable, the Company shall obtain the requisite declaration from the concerned Director confirming that the amount is not being given out of funds acquired by him by way of loan or borrowings from any other person and shall maintain the necessary records and documents to establish compliance with the applicable provisions of law.

Rationale and Benefits to the Company

The proposed borrowings are intended to provide the Company with an additional and flexible source of funds for meeting its business, working capital, project execution and other lawful corporate requirements.

The Company is engaged in infrastructure and construction activities, including project execution, sub-contracting and back-to-back orders, which require timely availability of funds to meet project execution and working capital requirements.

The proposed borrowing arrangements are expected to provide financial flexibility, facilitate timely deployment of funds, support the Company's ongoing infrastructure and construction activities and enable the Company to respond effectively to its operational and business requirements.

The applicable interest rates and other commercial terms shall be determined with reference to prevailing bank interest rates and/or the effective yield on Government securities, as applicable, and shall be subject to review in accordance with the applicable provisions of law and the Company's Policy on Related Party Transactions.

The proposed transactions are considered to be in the interest of the Company and its Members.

Arm's Length Basis and Ordinary Course of Business

The proposed transactions shall be undertaken in accordance with the applicable provisions of the Act, the SEBI LODR Regulations, applicable SEBI circulars and the Company's Policy on Related Party Transactions.

Where applicable, the transactions shall be undertaken in the ordinary course of business and on an arm's length basis. The terms of the proposed borrowings, including the applicable interest rate and other commercial terms, shall be evaluated with reference to relevant market and financial benchmarks, as applicable, to ensure that the transactions are in the interest of the Company.

Audit Committee and Board Approval

The Audit Committee has considered and recommended the proposed Material Related Party Transactions, together with the information required under the applicable SEBI framework and the requisite certificate furnished by the Chief Executive Officer / Managing Director / Whole-time Director / Manager and the Chief Financial Officer of the Company, as applicable, confirming that the terms of the proposed Related Party Transactions are in the interest of the Company.

The Board of Directors at its meeting held on 10.08.2026, after considering the recommendation of the Audit Committee and the relevant information placed before it, has approved the proposal and recommends the same to the Members for their prior approval by way of an omnibus Special Resolution.

Omnibus Approval

Considering the recurring and ongoing nature of the Company's funding requirements and the possibility of the proposed borrowings being availed in one or more tranches, it may not be practicable to seek separate approval of the Members for each individual borrowing transaction.

Accordingly, approval of the Members is being sought by way of an omnibus Special Resolution for the proposed Material Related Party Transactions, within the overall aggregate limit of ₹ 50 Crores and for the approval period specified in the resolution.

The Board of Directors (including any Committee thereof) and the Chief Financial Officer shall be authorised to finalise the nature, timing, manner, tenure, rate of interest and other commercial terms of the borrowings within the overall limits and parameters approved by the Members. Details of the Related Parties and Nature of Relationship is disclosed in Industry Standards Disclosure (ISD) which is annexed and forms an integral part of this Notice of the Annual General Meeting.

Nature of Concern or Interest

Mr. S. Nagarajan, Mr. C.K. Venkatachalam, Mr. S. Anandavadivel and Mr. K.V. Prakash, being Promoter-Directors of the Company and/or having a relationship or interest with the Related Parties proposed to be covered under the resolution, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10, to the extent of their respective relationship, interest and/or involvement with the concerned Related Parties and the proposed transactions.

The Company has made reasonable enquiry based on the disclosures and declarations available with the Company and the information provided by the concerned Directors. Based on such disclosures and information, none of the relatives of the aforesaid Directors has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Save and except the aforesaid Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Voting Restriction for Related Parties

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party of the Company shall vote to approve the proposed resolution, whether or not such Related Party is a Related Party to the particular transaction for which the resolution is being placed before the Members.

Minimum Information / Industry Standards

The relevant disclosures and minimum information prescribed under the applicable SEBI framework, including the applicable Industry Standards and SEBI circulars relating to the minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions, together with the requisite certificate furnished by the Chief Executive Officer / Managing Director / Whole-time Director / Manager and the Chief Financial Officer of the Company, as applicable, confirming that the terms of the proposed Related Party Transactions are in the interest of the Company, have been considered by the Audit Committee and the Board of Directors.

The Industry Standards / prescribed minimum information required to be provided to the Audit Committee and the Members for approval of Related Party Transactions (“ISD”), as applicable under the SEBI framework, is annexed to and forms an integral part of this Notice of the Annual General Meeting for the information and consideration of the Members.

Inspection of Documents

The relevant documents, to the proposed arrangement, shall be available for inspection by the Members electronically during business hours on all working days up to the date of the General Meeting.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 10 of the Notice for approval of the Members as a Special Resolution.

By the order of the Board
For W.S. Industries (India) Limited

K.V. Prakash
Whole Time Director
DIN: 01085040

Place: Chennai
Date: 10th August 2026

Disclosure required Under Schedule V, Part II, Section II of the Companies Act, 2013; Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, the following disclosures are required to be included in the Notice convening the General Meeting where remuneration is proposed to be paid/approved in respect of appointment/ re-appointment of the Director and fixation of remuneration in the event of absence or inadequacy of profits. The requisite disclosures in this regard are set out below:

I. GENERAL INFORMATION:

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1</td><td>Nature of Industry</td><td>The Company is engaged in Infrastructure Development, IT / ITES Enabled Services, and EPC projects.</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production</td><td>The Present business operations commenced following the change in management and takeover of the Company, by the new management on 10/06/2022</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4</td><td>Financial Performance based on given indicators:</td><td>(₹ in Crores)
<table>
<tr><th>Financial Indicators</th><th>2025–2026</th><th>2024–2025</th><th>2023–2024</th></tr>
<tr><td>Net Turnover</td><td>91.50</td><td>239.04</td><td>326.38</td></tr>
<tr><td>EBITDA</td><td>11.46</td><td>15.98</td><td>159.40</td></tr>
<tr><td>PBT</td><td>2.57</td><td>7.13</td><td>152.73</td></tr>
<tr><td>PAT</td><td>1.82</td><td>(15.27)</td><td>163.34</td></tr>
<tr><td>Dividend (%)</td><td>-</td><td>-</td><td>-</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign Investments or collaborations, if any -</td><td>The Company has received foreign investment through subscription to Equity Shares / convertible warrants by eligible Foreign Portfolio Investors (FPIs) pursuant to a preferential issue in accordance with the applicable provisions of law. The Company has no foreign technical collaboration or joint venture arrangement.</td></tr>
</table>

II. INFORMATION ABOUT THE APPOINTEES (EXECUTIVE DIRECTORS):

S. No.	Particulars	Details of Mr. S. Nagarajan Executive Chairman DIN: 07036078	Details of Mr. C.K. Venkatachalam Managing Director DIN: 00125459	Details of Mr. S. Anandavadivel Joint Managing Director DIN: 07783796	Details of Mr. K.V. Prakash, Whole Time Director DIN: 01085040
1.	Background Details / Brief profile	Mr. S. Nagarajan, is a Promoter and is associated with various entities, engaged primarily in infrastructure development and Engineering, Procurement and Construction related projects.	Mr. C.K. Venkatachalam, is a Promoter and is associated with various companies and Limited Liability Partnerships (LLP's), engaged primarily in infrastructure, and, construction related Projects.	Mr. S. Anandavadivel, is a Promoter and is associated with various companies and Limited Liability Partnerships (LLP's), engaged primarily in real estate, infrastructure and construction activities.	Mr. K.V. Prakash, is a Promoter and is associated with various companies and Limited Liability Partnerships (LLP's), engaged primarily in real estate development, Information Technology and construction activities.
2.	Date of Birth / Age	20th September, 1975 and 50 years	1st December, 1975 and 50 years	10th June, 1977 and 49 years	19th April, 1977 and 49 years
3.	Qualification & expertise	He holds a B. E. Civil Engineering degree and has more than 25 years of expertise in Infrastructure, Roads, Hospitality, Real Estate and Mining.	He holds a Bachelor of Technology degree and has more than 18 years of expertise in government & industrial projects, civil works; Secretary, Builders Engineering College.	He has completed Higher Secondary Course and has more than 18 years of expertise in in infrastructure, industrial & road projects; Correspondent, Builders Engineering College.	He holds a Bachelor of Science in Zoology degree and has more than 24 years of expertise in Capital Markets, Corporate Advisory & Real Estate.
4.	Recognition of Awards	Nil	Nil	Nil	Nil
5.	Date of first appointment	10/06/2022	10/06/2022	10/06/2022	22/07/2022
6.	Date of re-appointment on the Board.	Not liable to retire by rotation	22/07/2024	22/07/2024	22/07/2024
7.	Terms and conditions of appointment/ re-appointment	As per the terms and conditions of appointment/re-appointment approved by the Board of Directors and the Members, as applicable, from time to time, read with the Company's Articles of Association. No notice period or severance fees are applicable.			
8.	Job profile and suitability	Provides overall strategic leadership, drives growth, governance, and execution of large- scale infra & real estate projects.	Responsible for strategic planning & execution of EPC projects, leveraging 18+ years' experience.	Leads infra & industrial operations, execution, and expansion with entrepreneurial experience.	Manages day- to-day affairs, supervises operations, ensures timely project execution & stakeholder coordination.

S. No.	Particulars	Details of Mr. S. Nagarajan Executive Chairman DIN: 07036078	Details of Mr. C.K. Venkatachalam Managing Director DIN: 00125459	Details of Mr. S. Anandavadivel Joint Managing Director DIN: 07783796	Details of Mr. K.V. Prakash, Whole Time Director DIN: 01085040
9.	Past Remuneration	• Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director and Mr. S. Anandavadivel, Joint Managing Director drew remuneration of ₹5,00,000 per month till first quarter of the financial year 2025-26 • Mr. S. Nagarajan, Executive Chairman, Mr. C.K. Venkatachalam, Managing Director and Mr. S. Anandavadivel, Joint Managing Director, voluntarily and unconditionally intimated the Company of their decision not to draw remuneration with effect from the second quarter of the financial year 2025-26 • Provision of Company owned and maintained cars in line with the Company's business profile.			• ₹5,00,000 per month w.e.f. 01.07.2025 to 30.09.2026 plus: • Provident Fund & Gratuity as per the Company rules, subject to applicable income tax provisions. • Provision of Company owned and maintained cars in line with the Company's business profile.
10.	Proposed Remuneration	• Remuneration- Nil. • Use of Car owned by the Company, for official and business requirements, in line with the Company's business profile.			• ₹5,00,000 per month w.e.f. 01.07.2025 to 30.09.2026 plus: • Provident Fund & Gratuity as per the Company rules, subject to applicable income tax provisions. • Provision of Company owned and maintained cars in line with the Company's business profile.
11.	Comparative remuneration profile with the industry	Commensurate with industry standards and his 25+ years' leadership.	Aligned with industry standards & technical expertise.	In line with industry norms & proven entrepreneurial record.	Commensurate with industry & his 24+ years' experience in real estate & advisory.
12.	Number of Board Meetings attended during the year	Number of Meetings held: 8; Attended: 8	Number of Meetings held: 8; Attended: 4	Number of Meetings held: 8; Attended: 6	Number of Meetings held: 8; Attended: 8

S. No.	Particulars	Details of Mr. S. Nagarajan Executive Chairman DIN: 07036078	Details of Mr. C.K. Venkatachalam Managing Director DIN: 00125459	Details of Mr. S. Anandavadivel Joint Managing Director DIN: 07783796	Details of Mr. K.V. Prakash, Whole Time Director DIN: 01085040
13.	Directorships in other companies				

Mr. S. Nagarajan

Name Of The Company	CIN	Current Designation of the Director / Designated Partner
WSI Falcon Infra Projects Private Limited	U62099TN2019PTC150359	Director
Sri Balaji Tollways (Madurai) Private Limited	U45203TN2016PTC104434	Managing Director
Spkandco Exprressway Private Limited	U45309TN2018PTC121351	Managing Director
SPK Realty Private Limited	U70109TN2019PTC128060	Director
SPK Properties Developerss Private Limited	U70109TN2019PTC128869	Director
SPK Lands Private Limited	U70109TN2020PTC137605	Director
SPK Estate Promoter Private Limited	U70109TN2020PTC138614	Director
Crown Forts Limited	U92490TN2021PLC142670	Managing Director
SPK Spinnerrs Private Limited	U17111TN1994PTC029300	Director
SPK India Mine Minerals Private Limited	U14290TN2019PTC128884	Director
Uberrich Metals Private Limited	U24319TN2023PTC164569	Additional Director

Mr. C.K. Venkatachalam

Name Of The Company	CIN	Current Designation of the Director
CMK Projects Private Limited	U45400TZ2015PTC021898	Director
WSI-P&C Verticals Private Limited	U68100TN2023PTC166407	Director
Venba Estates Private Limited	U68100TZ2023PTC029119	Director
CMK Promoters Private Limited	U45309TZ2017PTC028791	Director
KGI'S Quality Testing Lab Private Limited	U71200TZ2026PTC037891	Director

Mr. S. Anandavadivel

Name Of The Company	CIN	Current Designation of the Director
Venba Estates Private Limited	U68100TZ2023PTC029119	Director
Rpp-vs Private Limited	U43299TZ2024PTC032332	Director
Savidhaanu Projects Private Limited	U72200TZ2010PTC016441	Director
Aura Power Private Limited	U45100TN2010PTC076336	Director
Cinco Metropolis Private Limited	U68100TZ2025PTC036622	Director
Kgi's Quality Testing Lab Private Limited	U71200TZ2026PTC037891	Director

Mr. K.V. Prakash

Name Of The Company	CIN	Current Designation of the Director
WSI-P&C Verticals Private Limited	U68100TN2023PTC166407	Director
WSI Falcon Infra Projects Private Limited	U62099TN2019PTC150359	Director
Pelican Realty Projects Private Limited	U70102TN2008PTC069724	Director

S. No.	Particulars	Details of Mr. S. Nagarajan	Details of Mr. C.K. Venkatachalam	Details of Mr. S. Anandavadivel	Details of Mr. K.V. Prakash
14.	Membership / Chairmanship of Committees of other companies	Not Applicable Since none of the directors is associated with any public company forming mandatory committees.			
15.	Listed entities from which he/she has resigned during the past three years	Nil	R.P.P Infra Projects Limited (ceased with effect from 11th August 2025).	R.P.P Infra Projects Limited (ceased with effect from 11th August 2025).	Nil
16.	Shareholding in the Company (Equity shares held in own name or for other persons on beneficial basis)	89,11,318 Equity shares	45,53,697 Equity shares	46,24,297 Equity shares	21,50,914 Equity shares

S. No.	Particulars	Details of Mr. S. Nagarajan Executive Chairman DIN: 07036078	Details of Mr. C.K. Venkatachalam Managing Director DIN: 00125459	Details of Mr. S. Anandavadivel Joint Managing Director DIN: 07783796	Details of Mr. K.V. Prakash, Whole Time Director DIN: 01085040
17.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (For Independent Director's appointment and re-appointment)	Not Applicable as not being proposed for appointment/re-appointment as Independent Director.			
18.	Justification for choosing an Independent Director (For Independent Director's appointment and re-appointment)	Not Applicable as the directors are Executive Director (Promoter)			
19.	Performance evaluation report / summary thereof including Positive performance evaluation supporting continuation (For Re-appointment of Independent Director's)	The Nomination and Remuneration Committee considered the performance evaluation of the Executive Director while recommending the continuation of their remuneration and was satisfied with their performance. As the proposed resolution relates only to continuation of remuneration and does not involve appointment or re-appointment of the Director (except Mr. C.K. Venkatachalam who retires by rotation), the specific disclosure relating to performance evaluation supporting re-appointment of an Independent Director is not applicable.			
20.	Pecuniary Relationship with the Company	Refer to the minimum information to be provided before the shareholder for review and approval of RPTs relating to the remuneration of Executive Directors proposed under item no. 5 and 6 and business transactions as proposed under item no. 8, 9 and 10 in this notice.			
21.	Relationship with other Directors, manager or KMP of the Company.	None of the directors are related to any Director, manager or KMP of the Company.			

II. INFORMATION ABOUT THE APPOINTEES (NON-EXECUTIVE INDEPENDENT DIRECTORS):

S. No.	Particulars	Details of Mr. R. Karthik Non-executive Independent Director DIN: 07627521	Details of Mr. J. Sridharan Non-executive Independent Director DIN: 07720632	Details of Ms. Suguna Raghavan Non-executive Independent Director DIN: 06601230	Details of Ms. Revathi Raghunathan Non-executive Independent Director DIN: 01254043	Details of Ms. Rajendran Stella Isabella Additional Director (Non-executive Independent) DIN: 06871120	Details of Mr. Joyjeet Bose Additional Director (Non-executive Independent) DIN: 10783441
1.	Background Details / Brief profile	Mr. R. Karthik has elite experience of more than 30 years in project management and leadership across organizations.	Mr. J. Sridharan has 30+ years of experience in Banking, Finance, Treasury, Relationship and Foreign Exchange.	Ms. Suguna Raghavan is Professional associated with CSIR for 30+ years; experience in scientific research, innovation and corporate governance, also worked in the Central Government in the Department of Statistics with 29 years of experience.	Ms. Revathi Raghunathan has 20+ years of experience in practice, consulting and teaching in audit, IT systems and governance.	Ms. Rajendran Stella Isabella is a distinguished banking and financial services professional with over 30 years of leadership experience.	Mr. Joyjeet Bose is a senior business leader with over 35 years of experience across telecom, enterprise technology, digital transformation and AI adoption.
2.	Date of Birth / Age	18th January, 1961 and 66 years	01st October, 1954 and 71 years	04th June, 1950 and 76 years	23rd March, 1966 and 60 years	26th October, 1970 and 55 years	06th January, 1971 and 55 years
3.	Qualification & expertise	He holds a degree in engineering and has expertise in project management and leadership across organizations.	He is a Finance professional and has expertise in Banking, Finance, Treasury, Relationship and Foreign Exchange.	She holds a graduate degree in science and expertise in scientific research, innovation and corporate governance.	She is a FCA, CISA, DISA and has expertise in finance, Legal, IT systems and governance.	She holds Graduate degree in Commerce, PG in Masters (specialisation in Bank Management and another in Banking and Finance) and Certified Associate of Indian Institute of Bankers (CAIIB) and has expertise in Banking, Finance, Treasury, Risk Management, Audit, Corporate Governance, Strategic Management and Leadership.	He holds M.B.A. in Marketing Management, Diploma in Marketing Management and Diploma in Electronics Production & Maintenance and has expertise in corporate strategy, digital transformation, and board-level oversight.
4.	Recognition of Awards	Nil	Nil	Nil	Nil	Nil	Nil
5.	Date of first appointment on the Board.	01st November, 2016	21st August, 2017	30th January, 2019	22nd July, 2022	10th August, 2026	10th August, 2026

S. No.	Particulars	Details of Mr. R. Karthik Non-executive Independent Director DIN: 07627521	Details of Mr. J. Sridharan Non-executive Independent Director DIN: 07720632	Details of Ms. Suguna Raghavan Non-executive Independent Director DIN: 06601230	Details of Ms. Revathi Raghunathan Non-executive Independent Director DIN: 01254043	Details of Ms. Rajendran Stella Isabella Additional Director (Non-executive Independent) DIN: 06871120	Details of Mr. Joyjeet Bose Additional Director (Non-executive Independent) DIN: 10783441
6.	Date of re-appointment on the Board.	First Term: 28th December, 2016; Second Term: 22nd November, 2021.	First Term: 14th November, 2017; Second Term: 21st August, 2022.	First Term: 14th February, 2019; Second Term: 14th February, 2022.	First Term: 22nd July, 2022; Second Term: 22nd July, 2024.	Not Applicable	Not Applicable
7.	Terms and conditions of appointment/ re-appointment	General terms and conditions of appointment of Independent Directors is as per the policy of the Company which is also displayed on the Company's website the same can be accessed vide link: https://wsindustries.in/docs/63f592423bf1f427085712.pdf					
8.	Job profile and suitability	Provides strategic guidance in engineering project execution and infrastructure management.	Provides independent oversight in finance, treasury and regulatory compliance.	Provides insights from scientific research and innovation to governance.	Provides expertise in audit, accounting, information systems, risk management and corporate governance.	Provides strategic guidance and insights in finance treasury and compliance.	Provides strategic guidance and insights in AI/ digital transformation and compliance.
9.	Past Remuneration	₹1,50,000 per quarter (₹6,00,000 p.a.) + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter (₹6,00,000 p.a.) + sitting fees ₹25,000 per meeting.	₹60,000 per quarter (₹2,40,000 p.a.) + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter (₹6,00,000 p.a.) + sitting fees ₹25,000 per meeting.	The Independent Director was previously entitled only to sitting fees for attending meetings of the Board and its Committees. Such sitting fees are not treated as remuneration for the purposes of Section 197 of the Companies Act, 2013. The proposed resolution seeks approval for payment of remuneration to the Independent Director, in addition to the sitting fees payable for attending meetings, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.	
10.	Proposed Remuneration	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting.	₹60,000 per quarter + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting as detailed in notice.	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting as detailed in notice.
11.	Comparative remuneration profile with the industry	Comparable to peer companies; aligned with engineering & management expertise.	In line with industry norms for Independent Directors of listed mid-size infra companies.	Commensurate with her professional background and role on corporate boards.	Commensurate with her professional background and role on corporate boards and finance.	Commensurate with her professional background and role on corporate boards and finance.	In line with norms for Independent Directors with audit/governance background
12.	Number of Board Meetings attended during the year	Number of Meetings held: 8; Attended: 7.	Number of Meetings held: 8; Attended: 8.	Number of Meetings held: 8; Attended: 6.	Number of Meetings held: 8; Attended: 6.	Not applicable as joined w.e.f. 10th August, 2026 i.e. after FY 2025-26.	Not applicable as joined w.e.f. 10th August, 2026 i.e. after FY 2025-26.

S. No.	Particulars	Details of Mr. R. Karthik Non-executive Independent Director DIN: 07627521	Details of Mr. J. Sridharan Non-executive Independent Director DIN: 07720632	Details of Ms. Suguna Raghavan Non-executive Independent Director DIN: 06601230	Details of Ms. Revathi Raghunathan Non-executive Independent Director DIN: 01254043	Details of Ms. Rajendran Stella Isabella Additional Director (Non-executive Independent) DIN: 06871120	Details of Mr. Joyjeet Bose Additional Director (Non-executive Independent) DIN: 10783441
13.	Directorships in other companies						

Mr. R. Karthik

Name of The Company	CIN	Current Designation of the Director
Not Applicable He is not associated with any other companies.		

Mr. J. Sridharan

Name of The Company	CIN	Current designation of the Director
Unijolly Investments Company Limited	L99999MH1981PLC024869	Independent Director
Wsi-P&C Verticals Private Limited	U68100TN2023PTC166407	Director
Pelican Holdings Private Limited	U67120TN2003PTC050130	Director
Wsi Falcon Infra Projects Private Limited	U62099TN2019PTC150359	Director

Ms. Suguna Raghavan

Name of The Company	CIN	Current Designation of the Director
Pace Automation Limited	L29141TN1989PLC018133	Independent Director
Twentyfirst Century Management Services Limited	L74210TN1986PLC012791	Independent Director
Maruti Industrial Carbohydrades Limited	U24117TN1984PLC010928	Director

Ms. Revathi Raghunathan

Name of the Company	CIN	Current designation of the Director
Jain Resource Recycling Limited	L27320TN2022PLC150206	Independent Director
Healthy Investments Ltd	L65990MH1981PLC025678	Director
Six Phrase Edutech Private Limited	U78100TN2023PTC181737	Director
Malladi Drugs And Pharmaceuticals Limited	U24230TN1980PLC008382	Independent Director
Veranda Administrative Learning Solutions Private Limited	U80903TN2022PTC155382	Director
Veranda Learning Solutions Limited	L74999TN2018PLC125880	Independent Director
Veranda Ias Learning Solutions Private Limited	U80904TN2021PTC141652	Director
Fat Rhino Stay Private Limited	U74110TN2009PTC070941	Director
Akshaya Business Solutions Private Limited	U74140TN2007PTC062730	Director
Hindustan Chamber of Commerce	U33111TN1947NPL000861	Additional Director

Ms. Rajendran Stella Isabella

Name of the Company	CIN	Current designation of the Director
Coromandel Engineering Company Limited	L74910TN1947PLC000343	Independent Director
Soulful Innovative Care Private Limited	U85190TN2022PTC153963	Additional Director

Mr. Joyjeet Bose

Name of the Company	CIN	Current designation of the Director
Jb Newgen Enterprises Private Limited	U62099MH2025PTC448527	Director

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details of Mr. R. Karthik
Non-executive
Independent Director
DIN: 07627521</th><th>Details of
Mr. J. Sridharan
Non-executive
Independent Director
DIN: 07720632</th><th>Details of Ms. Suguna Raghavan
Non-executive
Independent Director
DIN: 06601230</th><th>Details of Ms. Revathi Raghunathan
Non-executive
Independent Director
DIN: 01254043</th><th>Details of
Ms. Rajendran Stella Isabella
Additional Director
(Non-executive
Independent)
DIN: 06871120</th><th>Details of
Mr. Joyjeet Bose
Additional Director
(Non-executive
Independent)
DIN: 10783441</th></tr>
<tr><td>14.</td><td>Membership / Chairmanship of Committees of other companies</td><td colspan="6">
<table>
<tr><th colspan="3">Mr. R. Karthik</th></tr>
<tr><th>Name of the Company</th><th>Committee name</th><th>Membership / Chairperson</th></tr>
<tr><td colspan="3">Not Applicable
He is not associated with any other listed companies.</td></tr>
</table>
<table>
<tr><th colspan="3">Mr. J. Sridharan</th></tr>
<tr><th>Name of the Company</th><th>Committee name</th><th>Membership / Chairperson</th></tr>
<tr><td rowspan="3">Unijolly Investments Company Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
</table>
<table>
<tr><th colspan="3">Ms. Suguna Raghavan</th></tr>
<tr><th>Name of the Company</th><th>Committee name</th><th>Membership / Chairperson</th></tr>
<tr><td rowspan="2">Pace Automation Limited</td><td>Audit Committee</td><td>Chairman</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Chairman</td></tr>
<tr><td rowspan="3">Twenty First Century Management Services Ltd</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
</table>
<table>
<tr><th colspan="3">Ms. Revathi Raghunathan</th></tr>
<tr><th>Name of the Company</th><th>Committee name</th><th>Membership / Chairperson</th></tr>
<tr><td rowspan="3">Veranda Learning Solutions Limited</td><td>Audit committee</td><td>Chairman</td></tr>
<tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
<tr><td rowspan="2">Jain Resource Recycling Ltd</td><td>Audit committee</td><td>Chairman</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
<tr><td>Malladi Drugs and Pharmaceuticals Ltd</td><td>Audit Committee</td><td>Member</td></tr>
</table>
<table>
<tr><th colspan="3">Ms. Rajendran Stella Isabella</th></tr>
<tr><th>Name of the Company</th><th>Committee name</th><th>Membership / Chairperson</th></tr>
<tr><td rowspan="3">Coromandel Engineering Company Limited</td><td>Audit committee</td><td>Member</td></tr>
<tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Chairman</td></tr>
</table>
<table>
<tr><th colspan="3">Mr. Joyjeet Bose</th></tr>
<tr><th>Name of the Company</th><th>Committee name</th><th>Membership / Chairperson</th></tr>
<tr><td colspan="3">Not Applicable
He is not associated with any other public companies.</td></tr>
</table>
</td></tr>
<tr><td>15.</td><td>Listed entities from which he/she has resigned during the past three years</td><td>Not Applicable
He is not associated with any other listed companies.</td><td>Nil</td><td>Nil</td><td>Healthy Investments Ltd
(ceased with effect from 13 March 2026).</td><td>Repco Home Finance Limited – Director
(ceased with effect from 13 February 2024).</td><td>Not Applicable
He is not associated with any other listed companies.</td></tr>
<tr><td>16.</td><td>Shareholding in the Company (Equity shares held in own name or for other persons on beneficial basis)</td><td colspan="6">Nil</td></tr>
</table>

S. No.	Particulars	Details of Mr. R. Karthik Non-executive Independent Director DIN: 07627521	Details of Mr. J. Sridharan Non-executive Independent Director DIN: 07720632	Details of Ms. Suguna Raghavan Non-executive Independent Director DIN: 06601230	Details of Ms. Revathi Raghunathan Non-executive Independent Director DIN: 01254043	Details of Ms. Rajendran Stella Isabella Additional Director (Non-executive Independent) DIN: 06871120	Details of Mr. Joyjeet Bose Additional Director (Non-executive Independent) DIN: 10783441
17.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (For appointment/ re-appointment of Independent Director)	While considering and recommending the remuneration payable to the Independent Director, the Nomination and Remuneration Committee reviewed the skills, capabilities, qualifications, experience and expertise required for the role and assessed the skills and competencies of the Independent Director in relation to such requirements. The Committee, having regard to the Director's qualifications, experience, expertise, responsibilities, performance and contribution to the Company, was satisfied that the proposed remuneration is commensurate with the skills and capabilities required for effectively discharging the duties and responsibilities of an Independent Director. The skills, expertise and competencies of the Independent Director may also be referred to in the Board's Report forming part of the Annual Report, wherein the Board Skills Matrix has been disclosed.				The Board requires Independent Directors possessing expertise in banking, finance, risk management, corporate governance, strategic oversight and regulatory compliance. Ms. Rajendran Stella Isabella possesses extensive experience in these areas through her leadership roles in banking and financial institutions and her service on the Boards of listed company. The Board is of the opinion that her knowledge, experience, integrity and governance expertise would significantly strengthen the effectiveness of the Board and its Committees.	The Board requires Independent Directors with expertise in corporate strategy, business growth, digital transformation, technology, governance and strategic oversight. Mr. Joyjeet Bose brings over 35 years of experience in telecom, enterprise technology and the SME/MSME sector, with strong expertise in business growth, technology adoption, AI, digital transformation, enterprise sales and partner ecosystem development. His experience in leading large businesses, driving revenue growth and advising SMEs, MSMEs and startups provides him with a practical understanding of business strategy and technology-led transformation.

S. No.	Particulars	Details of Mr. R. Karthik Non-executive Independent Director DIN: 07627521	Details of Mr. J. Sridharan Non-executive Independent Director DIN: 07720632	Details of Ms. Suguna Raghavan Non-executive Independent Director DIN: 06601230	Details of Ms. Revathi Raghunathan Non-executive Independent Director DIN: 01254043	Details of Ms. Rajendran Stella Isabella Additional Director (Non-executive Independent) DIN: 06871120	Details of Mr. Joyjeet Bose Additional Director (Non-executive Independent) DIN: 10783441
18.	Justification for choosing an Independent Director (For appointment/ re-appointment of Independent Director)	Not Applicable As the aforesaid independent directors are not proposed for appointment/re-appointment.				Considering her qualifications and expertise as stated above, the Board is of the opinion that Ms. Rajendran Stella Isabella possesses the requisite knowledge, experience and professional competence relevant to the Company's requirements. Her experience at senior leadership and Board levels would provide an independent and valuable perspective to the deliberations of the Board and its Committees. Accordingly, the Board considers her appointment to be in the best interests of the Company.	Considering his qualifications and expertise as stated above, the Board is of the opinion that Mr. Joyjeet Bose possesses the requisite knowledge, experience and professional competence relevant to the Company's requirements. His extensive experience in leadership, business strategy and technology-led transformation would provide an independent and valuable perspective to the deliberations of the Board and its Committees. Accordingly, the Board considers his appointment to be in the best interests of the Company.
19.	Performance evaluation report / summary thereof including Positive performance evaluation supporting continuation (For re-appointment of Independent Director)	The Nomination and Remuneration Committee considered the performance evaluation of the Independent Director while reviewing and recommending the remuneration payable to him. The Committee considered the outcome of the performance evaluation, including the Director's contribution, participation and effectiveness in discharging his duties and responsibilities, and was satisfied with his performance. The positive outcome of the performance evaluation was taken into consideration by the Committee while recommending the proposed remuneration. The present resolution relates to remuneration of the existing Independent Director and does not involve their appointment or re-appointment.				Not Applicable Since they are proposed for appointment for initial term w.e.f. 10th August, 2026.	Not Applicable Since they are proposed for appointment for initial term w.e.f. 10th August, 2026.
20.	Pecuniary Relationship with the Company	None, other than sitting fees and proposed remuneration.					

S. No.	Particulars	Details of Mr. R. Karthik Non-executive Independent Director DIN: 07627521	Details of Mr. J. Sridharan Non-executive Independent Director DIN: 07720632	Details of Ms. Suguna Raghavan Non-executive Independent Director DIN: 06601230	Details of Ms. Revathi Raghunathan Non-executive Independent Director DIN: 01254043	Details of Ms. Rajendran Stella Isabella Additional Director (Non-executive Independent) DIN: 06871120	Details of Mr. Joyjeet Bose Additional Director (Non-executive Independent) DIN: 10783441
21.	Relationship with other Directors, manager or KMP of the Company.	None of the directors are related to any Director, manager or KMP of the Company.					

III. OTHER INFORMATION:

S. No.	Particulars	Details
1	Reasons for loss or inadequate profits	The Company operates in the infrastructure and construction sector, where revenue recognition and profitability are significantly dependent upon the award, execution and completion of projects. Delays in securing new orders, competitive bidding, project execution timelines and other business-related factors have resulted in inadequate profits during the financial year.
2	Steps taken or proposed to be taken for improvement	The Company continues to focus on securing new business opportunities, expanding its project portfolio, improving operational efficiencies, strengthening project execution capabilities and optimizing costs to enhance overall financial performance.
3	Expected increase in productivity and profits in measurable terms	The Management expects that improvement in the order book, timely execution of projects, efficient utilisation of resources and continued cost optimization measures will contribute to improved productivity and profitability in the ensuing financial years.

IV. DISCLOSURES

S. No.	Particulars	Details for Executive Directors of the Company as stated above	Details for Non-Executive Independent Directors of the Company as stated above
1	All elements of remuneration package	• Remuneration, Provident Fund & Gratuity as per the Company rules, subject to applicable income tax provisions. • Company car or official and business requirements, in line the Company's business profile.	Quarterly remuneration together with sitting fees payable for attending meetings of the Board and Committees thereof, in accordance with the terms approved by the shareholders and applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Details of fixed component and performance- linked incentives	No performance-linked incentives are payable.	The remuneration comprises a fixed quarterly remuneration and sitting fees. No performance-linked incentives are payable.
3	Service contracts, notice period, severance fees	As per the terms and conditions of appointment/re-appointment approved by the Board of Directors and the Members, as applicable, from time to time, read with the Company's Articles of Association. No notice period or severance fees are applicable.	The appointment of the Independent Directors is governed by the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the respective letters of appointment. No notice period or severance fees are applicable.
4	Stock Options	Not Applicable	Not Applicable

The minimum information prescribed under the applicable SEBI framework, including the applicable Industry Standards and SEBI circulars relating to the minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions are set out below:

FOR ITEM NO. 5 & 6:

Part A: Details of the related party and transactions with the related party

A(1) - Basic details of the related party

S. No.	Particulars of the information	Information provided by the management for Mr. S. Nagarajan	Information provided by the management for Mr. C.K. Venkatachalam	Information provided by the management for Mr. S. Anandavadivel	Information provided by the management for Mr. K.V. Prakash
1	Name of the related party	Mr. S. Nagarajan	Mr. C.K. Venkatachalam	Mr. S. Anandavadivel	Mr. K.V. Prakash
2	Country of incorporation of the related party	Not Applicable, since the related party is an individual.	Not Applicable, since the related party is an individual.	Not Applicable, since the related party is an individual.	Not Applicable, since the related party is an individual.
3	Nature of business of the related party:	Mr. S. Nagarajan, is a Promoter and is associated with various entities, engaged primarily in infrastructure development and Engineering, Procurement and Construction related projects.	Mr. C.K. Venkatachalam, is a Promoter and is associated with various companies and Limited Liability Partnerships (LLP's), engaged primarily in infrastructure, and, construction related Projects.	Mr. S. Anandavadivel, is a Promoter and is associated with various companies and Limited Liability Partnerships (LLP's), engaged primarily in real estate, infrastructure and construction activities.	Mr. K.V. Prakash, is a Promoter and is associated with various companies and Limited Liability Partnerships (LLP's), engaged primarily in real estate development, Information Technology and construction activities.

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

S. No.	Particulars of the information	Information provided by the management for Mr. S. Nagarajan	Information provided by the management for Mr. C.K. Venkatachalam	Information provided by the management for Mr. S. Anandavadivel	Information provided by the management for Mr. K.V. Prakash
1	Relationship between the listed entity~~/subsidiary (in case of transaction involving the subsidiary)~~ and the related party - including nature of its concern (financial or otherwise) and the following:	Mr. S. Nagarajan, Executive Chairman and a Promoter of the Company.	Mr. C.K. Venkatachalam, Managing Director and a Promoter of the Company.	Mr. S. Anandavadivel, Joint Managing Director and a Promoter of the Company.	Mr. K.V. Prakash, Whole Time Director and a Promoter of the Company.
	Shareholding of the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary),~~ whether direct or indirect, in the related party	Not applicable, As the related parties are individuals.			
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~	Not Applicable. The respective Related Party is an individual, not body corporates having share capital or neither partnership firms nor sole proprietorships concern nor body corporates without share capital. Accordingly, the disclosure relating to capital contribution is not applicable.			
	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 listed entity / subsidiary / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mr. S. Nagarajan holds 89,11,318 equity shares (11.74%) and 40,00,000 convertible warrants in the Company as on 30.06.2026.	Mr. C.K. Venkatachalam holds 45,53,697 shares (6.00%) in the Company as on 30.06.2026 Mr. C.K. Balasubramanian, brother of the related party and promoter of the Company holds 43,84,216 shares (5.78%) as on 30.06.2026 in his individual capacity.	Mr. S. Anandavadivel holds 46,24,297 equity shares (6.09%) and 5,00,000 convertible warrants in the Company as on 30.06.2026. Mr. S. Aravindan, brother of the related party and promoter of the Company holds 46,24,318 equity shares (6.09%) and 5,00,000 convertible warrants as on 30.06.2026 in his individual capacity. Mr. Sanu Raghav, son of the related party and promoter group of the Company, holds 13,820 shares (0.02%) and 10,00,000 convertible warrants as on 30.06.2026 in his individual capacity. Mr. Dhanu Adhav Arvindan, son of Mr. S. Aravindan, promoter group of the Company holds 12,000 shares (0.02%) and 10,00,000 convertible warrants as on 30.06.2026 in his individual capacity. Mr. Vinu Pranav, son of Mr. S. Anandavadivel, promoter group of the Company holds 10,00,000 convertible warrants as on 30.06.2026 in his individual capacity.	Mr. K.V. Prakash, Whole Time Director holds 21,50,914 shares (2.83%) in the Company as on 30.06.2026 Mrs. P Mamatha, spouse of the related party and promoter group of the Company holds 9,91,298 shares (1.31%) as on 30.06.2026 in her individual capacity.

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

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management for Mr. S. Nagarajan</th><th>Information provided by the management for Mr. C.K. Venkatachalam</th><th>Information provided by the management for Mr. S. Anandavadivel</th><th>Information provided by the management for Mr. K.V. Prakash</th></tr>
<tr><td>1</td><td>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.</td><td colspan="4">During the financial year 2025–26, the transactions undertaken with the Related Parties were covered under two separate Related Party Transaction (“RPT”) approval periods, as the Company’s RPT approvals are obtained on an AGM-to-AGM basis, with the Annual General Meeting (“AGM”) being held in September each year.

Accordingly, the transactions undertaken during the period from April 1, 2025 to September 22, 2025 were covered under the omnibus RPT approval granted at the 61st AGM. Thereafter, the transactions undertaken from September 23, 2025 to March 31, 2026 were covered under the omnibus RPT approval obtained at the 62nd AGM.

Transactions during the last financial year 2025-26 (INR in Crores)

<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Mr. S. Nagarajan</th><th>Mr. C.K. Venkatachalam</th><th>Mr. S. Anandavadivel</th><th>Mr. K.V. Prakash</th></tr>
<tr><td>1</td><td>Consolidated Remuneration</td><td>0.15</td><td>0.15</td><td>0.15</td><td>0.60</td></tr>
<tr><td>2</td><td>Sitting fee</td><td>0.01</td><td>0.01</td><td>0.01</td><td>0.02</td></tr>
<tr><td>3</td><td>Loan availed from Related Party</td><td>1.00</td><td>0</td><td>0</td><td>0</td></tr>
<tr><td>4</td><td>Interest on Loan availed</td><td>0.02</td><td>0</td><td>0</td><td>0</td></tr>
<tr><td>5</td><td>Repayment of Loan along with interest</td><td>1.02</td><td>0</td><td>0</td><td>0</td></tr>
<tr><td>6</td><td>Receipts against Preferential allotment and Conversion of Securities</td><td>11.50</td><td>0.75</td><td>2.00</td><td>0</td></tr>
<tr><td></td><td>Total</td><td>13.70</td><td>0.91</td><td>2.16</td><td>0.62</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>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.</td><td colspan="3">Nil. These Executive Directors voluntarily waived their remuneration from Q2 of the FY 2025-26. Further, the Company has not undertaken any transactions with related parties during the current financial year up to the quarter immediately preceding the quarter in which the present approval is sought.</td><td>Consolidated Remuneration of ₹ 0.15 Crores paid up to the quarter ended 30th June 2026.</td></tr>
<tr><td>3</td><td>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.</td><td colspan="4">Nil. The Related Parties have not committed any default in respect of any obligation undertaken by them under any transaction or arrangement entered into with the Company during the last financial year. In particular, there were no defaults in relation to the disbursement of loans under the borrowing arrangements or payment of subscription monies pursuant to the preferential allotment of convertible warrants and conversion of securities, wherever applicable.</td></tr>
</table>

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

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management for Mr. S. Nagarajan</th><th>Information provided by the management for Mr. C.K. Venkatachalam</th><th>Information provided by the management for Mr. S. Anandavadivel</th><th>Information provided by the management for Mr. K.V. Prakash</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td colspan="4">The proposed transaction relates to the continuation of the existing remuneration and other terms and conditions of remuneration of the Related Parties, who are Executive Directors of the Company, for the period commencing from 1st October, 2026 until the expiry of the respective Director's present tenure i.e. 21st July, 2027, comprising:
<table>
<tr><th>Name of the Director and designation</th><th>Proposed Monitory terms</th></tr>
<tr><td>Mr. Seyyadurai Nagarajan, Executive Chairman</td><td>Nil remuneration together with continuation of the facility of a Company-owned and maintained Car for official and business use</td></tr>
<tr><td>Mr. C.K. Venkatachalam, Managing Director</td><td>Nil remuneration together with continuation of the facility of a Company-owned and maintained Car for official and business use</td></tr>
<tr><td>Mr. S. Anandavadivel,
Joint Managing Director</td><td>Nil remuneration together with continuation of the facility of a Company-owned and maintained Car for official and business use</td></tr>
<tr><td>Mr. K.V. Prakash,
Whole-Time Director</td><td>continuation of the existing remuneration of ₹ 5,00,000 per month (aggregating ₹ 48,50,000 for the balance period of the existing tenure), together with continuation of the facility of a Company-owned and maintained Car for official and business use.</td></tr>
</table>
Although the proposed terms applicable to the Executive Chairman, the Managing Director and Joint-Managing Director, do not independently require shareholders' approval in respect of managerial remuneration, the overall remuneration framework for the Executive Directors exceeds the applicable threshold prescribed under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, when read together with the remuneration proposed for the Whole-time Director, requires approval of the shareholders by way of a Special Resolution.

Accordingly, prior approval of the shareholders is required under Regulation 23 of the SEBI LODR Regulations, in addition to the approval of the Audit Committee as required under Regulation 23(2) of the SEBI LODR Regulations.</td></tr>
<tr><td>2</td><td>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?</td><td colspan="4">No.

The proposed transactions, together with the transactions already undertaken with the respective Related Parties during the current financial year up to the quarter ended 30 June 2026, do not constitute a Material Related Party Transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the transactions undertaken during the previous financial year and the current financial year up to the quarter immediately preceding the quarter in which the approval is sought are disclosed under A(3), Sl. Nos. 1 and 2 above.</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td colspan="4">The proposed remuneration payable to Mr. K.V. Prakash aggregating ₹ 48,50,000 for the period from 1 October 2026 to 21 July 2027 represents approximately 0.51% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26.

No monetary remuneration is proposed to be paid to Mr. S. Nagarajan, Mr. C.K. Venkatachalam and Mr. S. Anandavadivel. Accordingly, the value of the proposed transaction in respect of each of these Related Parties, expressed as a percentage of the Company's annual consolidated turnover, is Nil.

Note: The proposed continuation of the facility of a Company-owned and maintained motor car for official and business use does not involve any separately identifiable fixed monetary consideration payable to the Executive Chairman, Managing Director or Joint Managing Director. Accordingly, no fixed monetary value has been assigned to such facility for the purpose of this disclosure.</td></tr>
</table>

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable. The proposed transaction is proposed to be entered into directly between the Company and the proposed related parties as mentioned above. No subsidiary of the Company is a party to the proposed transaction.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable. The Related Parties are individuals and, accordingly, do not have annual consolidated or standalone turnover. Therefore, this disclosure is not applicable.
6	Financial performance of the related party for the immediately preceding financial year: Explanation: The above information is to be given on standalone basis, if standalone is not available, provide on consolidated basis.	Not Applicable. Since the aforesaid Related Parties are individuals, this disclosure is not applicable.

A(5) - Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management for Mr. S. Nagarajan	Information provided by the management for Mr. C.K. Venkatachalam	Information provided by the management for Mr. S. Anandavadivel	Information provided by the management for Mr. K.V. Prakash
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed transaction is pertaining to remuneration and continuation of other terms and conditions with respect to the Executive/ Promoter Directors of the Company as stated in the above table i.e. A(4) under S.no. 1.			
2	Details of each type of the proposed transaction	The proposed transaction relates to the continuation of the existing terms of remuneration of Executive Directors, in their respective capacity, for discharge of their respective functions and responsibilities. The car facility in each case is restricted to official and business use, with the Cars remaining an asset of the Company and no ownership, title, beneficial interest or proprietary right being conferred on the respective Director. Fuel and driver costs are to be borne directly by the respective Director, while insurance and servicing/maintenance costs of the Company-owned Card are borne by the Company.			
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed transaction shall be undertaken for the period commencing from 1st October, 2026 until the expiry of the respective Director's present tenure on 21st July, 2027.			
4	Whether omnibus approval is being sought?	No. The proposed transaction relates to the remuneration and terms and conditions of appointment of the Executive Directors for a specified tenure. Accordingly, specific approval of the Audit Committee and, where applicable, the shareholders is being sought.			

S. No.	Particulars of the information	Information provided by the management for Mr. S. Nagarajan	Information provided by the management for Mr. C.K. Venkatachalam	Information provided by the management for Mr. S. Anandavadivel	Information provided by the management for Mr. K.V. Prakash
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The proposed period spans across two financial years, i.e., FY 2026-27 and FY 2027-28. For Mr. S. Nagarajan, Mr. C.K. Venkatachalam and Mr. S. Anandavadivel: Nil, in each financial year, as no remuneration is proposed to be paid. However, the proposed car facility as stated above is extended. For Mr. K.V. Prakash: approximately ₹ 30,00,000/- for FY 2026-27 (1st October, 2026 to 31st March, 2027) and approximately ₹ 18,50,000/- for FY 2027-28 (1st April, 2027 to 21st July, 2027), aggregating to ₹ 48,50,000/- from 1st October, 2026 to 21st July, 2027 i.e. upto his present tenure. In addition, the proposed car facility as stated above is extended.			
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction relates to the continuation of the existing terms and conditions of appointment and remuneration of the Executive Directors to ensure continuity in the Company's leadership and management. Mr. S. Nagarajan (Executive Chairman), Mr. C.K. Venkatachalam (Managing Director), Mr. S. Anandavadivel (Joint Managing Director) and Mr. K.V. Prakash (Whole Time Director) continue to discharge their executive responsibilities, including oversight of the Company's business operations, project execution, business development, financial management, stakeholder engagement and implementation of its strategic objectives. The Executive Chairman, Managing Director and Joint Managing Director have voluntarily waived their monetary remuneration and will continue to receive only the existing facility of a Company-owned and maintained motor car for official and business use. The Whole-time Director will continue to receive his existing remuneration together with the aforesaid motor car facility. The continuation of the existing remuneration structure and terms of appointment is considered to be in the interest of the Company as it ensures continuity of management, effective supervision of the Company's operations and sustained execution of its business and strategic objectives.			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*	As disclosed under table A(2): Relationship and ownership of the related party.			
	a. Name of the director / KMP	Mr. S.Nagarajan, Executive Chairman of the Company.	Mr. C.K. Venkatachalam, Managing Director	Mr. S. Anandavadivel, Joint Managing Director of the Company	Mr. K.V. Prakash, Whole Time Director of the Company.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable. Since the related parties are individuals.			
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. The proposed transaction relates to the continuation of the existing terms and conditions of appointment and remuneration of the Executive Directors and does not involve any transfer, acquisition or disposal of assets or any transaction requiring an independent valuation or external party report under the applicable provisions of law. Accordingly, no valuation report or other external party report has been obtained.			
9	Other information relevant for decision making.	The proposed transaction has been evaluated by the Management and recommended by the Nomination and Remuneration Committee. The continuation of the existing terms and conditions of appointment and remuneration of the Executive Directors is considered necessary to ensure continuity of leadership, effective management and execution of the Company's business and strategic objectives. The proposed transaction shall be subject to the approvals of the Audit Committee, the shareholders, where applicable, and such other statutory or regulatory approvals as may be required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.			

FOR ITEM NO. 08:

Part A: Details of the related party and transactions with the related party

A(1) - Basic Details of the related party

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. V.Sathyamoorthy & Co.,
1	Name of the related party	M/s CMK Projects Private Limited	M/s. Renaatus Projects Private Limited	M/s. Trineva Infra Projects Private Limited	M/s. V. Sathyamoorthy & Co.,
2	Country of incorporation of the related party	India	India	India	India
3	Nature of business of the related party: note: The nature of business activities of the respective Related Parties has been stated based on the business objects and activities set out in their respective constitutional documents, wherever applicable, and the information available to the Company. The descriptions are intended to provide the Audit Committee and shareholders with an understanding of the nature and scope of business activities relevant to the proposed Related Party Transactions and should not be construed as confirmation that each of the activities described has been undertaken by the respective Related Party.	The Related Party is engaged in activities relating to builders, building contractors, engineering and procurement contractors and to laying out, developing, constructing, building, erecting, demolishing, re-erecting, altering, repairing, remodelling or undertaking any other civil or architectural work in connection with any building or building scheme, roads, highways, docks, ships, sewers, bridges, canals, wells, springs, dams, power plants, wharves, ports, reservoirs, embankments, tramways, railways, irrigation, reclamation, improvement, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works and other structural or architectural works of any kind, including under build, operate and transfer (BOT), build, own, operate and transfer (BOOT) and build, operate, lease and transfer (BOLT) models. The Related Party is also engaged in activities relating to the purchase, acquisition, taking on lease or otherwise dealing with areas, lands, buildings and structures, development of townships, markets and other buildings or conveniences, participation in tenders, joint ventures and memoranda of understanding with Central or State Governments, Government Departments, Municipalities, Local Authorities, Corporations and Co-operative Societies, and equipping the same or any part thereof with amenities or conveniences, including drainage, electrical, telegraphic and other related facilities.	The Related Party is engaged in activities relating to civil, electrical and mechanical engineering, contracting, building, promotion and real estate, including the construction, purchase and sale of buildings of all kinds, including factory buildings, complexes, flats, tenements, apartments and other superstructures. The Related Party is also engaged in the construction, erection and alteration of civil, electrical, structural and mechanical works, including canals, dams, roadworks, bridges, ports, reservoirs and other structural and architectural works of any kind. Its activities further include the business of builders, contractors and dealers in houses, buildings, factories and related building materials, tools, implements and machinery.	The Related Party is engaged in activities relating to the business of buying, developing and selling of plots, civil engineering works and construction of residential premises, including apartments, individual houses, villas, duplex houses, dwelling houses, row houses and other properties of any description and also altering, demolishing, constructing, repairing, re-constructing, re-building, destructing the above described properties. The Related Party is also engaged in the business of constructing, building, developing, maintaining, operating, owning and transferring infrastructure facilities, including housing, roads, highways, flyovers, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland waterways and inland ports, water treatment systems, sea water desalination plants, reverse osmosis systems, underground drainage systems, solid waste management systems, tertiary treatment plants, sanitation and sewage systems and other public facilities of a similar nature. Its activities also include projects for the generation and/or distribution of electricity or any other form of power and telecommunication services and dealing with the same in any manner whatsoever in India or elsewhere in the world.	Based on the Company's past business dealings and transactions with the partnership concern and the information available to the Company, the Company understands that the related party is engaged in and may undertake contracts, sub-contracts and other project-related activities in the infrastructure and construction sectors, as may be mutually agreed between the parties and subject to the applicable terms and conditions.

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

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. V.Sathyamoorthy & Co.,
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	• Mr. C.K. Venkatachalam, Managing Director of the Company, is a Director and shareholder of the related party. • Further, Mr. C.K. Balasubramanian, Promoter of the Company, is also a shareholder of the related party. • Accordingly, M/s. CMK Projects Private Limited is a Related Party of the Company by virtue of the common directorship and shareholding interests of the aforesaid Promoter / Director.	• Mr. C.K. Venkatachalam, Managing Director of the Company, is related to Ms. Padmini Sundaram, who is his sister and is accordingly included in the Promoter Group of the Company. Ms. Padmini Sundaram is also a Director and shareholder of the related party. • Accordingly, M/s. Renaatus Projects Private Limited is a Related Party of the Company by virtue of the relationship of Ms. Padmini Sundaram with Mr. C.K. Venkatachalam and the resultant common Promoter Group linkage between the Company and the said Related Party.	• The related party is one of the promoters of the Company. • Mr. C.K. Venkatachalam, Managing Director of the Company, is a shareholder of the Related Party. His relative, Mr. Pranav Harsan Venkatachalam, is a shareholder and director in the Related Party. • Further, Mr. S. Anandavadivel, Joint Managing Director of the Company, is a shareholder of the Related Party. His relative, Mr. Sanu Raghav, is director in the related party. • Mr. S. Aravindan, Promoter of the Company, who is brother of Mr. S. Anandavadivel, Joint Managing Director of the Company, and their parents are also shareholders of the related party. • Accordingly, M/s. Trineva Infra Projects Private Limit is a Related Party of the Company by virtue its status as a promoter of the Company.	• Mr. S. Anandavadivel, Joint Managing Director of the Company, is a Managing Partner of the related party. • Mr. S. Aravindan, Promoter of the Company, who is brother of Mr. S. Anandavadivel, Joint Managing Director of the Company, and their parents are also partners of the related party • Accordingly, M/s. V. Sathyamoorthy & Co. is a Related Party of the Company by virtue of the partnership interests of the aforesaid Director / Promoter.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NIL, The Company and its subsidiaries do not hold any direct or indirect shareholding in the respective Related Parties			Not Applicable. The Related Party is a partnership firm and, accordingly, the disclosure relating to shareholding is not applicable.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~	Not Applicable. The respective Related Parties are body corporates having share capital and are neither partnership firms nor sole proprietorships concern nor body corporates without share capital. Accordingly, the disclosure relating to capital contribution is not applicable. The Company and its subsidiaries have not made any capital contribution to the respective Related Parties.			The related party M/s. V. Sathyamoorthy & Co. is a Partnership firm. The Company and its subsidiaries have not made any capital contribution to, or otherwise contributed capital to, the said Related Party.

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. V.Sathyamoorthy & Co.,
	• 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 listed entity / subsidiary / related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	M/s. CMK Projects Private Limited ("CMK") does not hold any direct equity shareholding in the Company. However, CMK holds Convertible Warrants which are convertible into equity shares of the Company. Further, CMK has a common promoter/director linkage with the Company through Mr. C.K. Venkatachalam and Mr. C.K. Balasubramanian. Accordingly, the relationship between CMK and the Company is by virtue of the aforesaid common promoter/ director linkage, and not by way of any direct equity shareholding presently held by CMK in the Company.	M/s. Renaatus Projects Private Limited does not hold any direct shareholding in the Company. However, the Related Party is connected with the Company through Ms. Padmini Sundaram, who is a Director and shareholder of the Related Party and is the sister of Mr. C.K. Venkatachalam, Managing Director of the Company, and is accordingly included in the Promoter Group of the Company. The relationship with the Company is therefore by virtue of the aforesaid relationship and Promoter Group linkage and not by way of any direct shareholding held by the Related Party in the Company.	M/s. Trineva Infra Projects Private Limited holds 11.74% of the equity share capital of the Company as on June 30, 2026, and is accordingly part of the Promoter of the Company.	M/s. V. Sathyamoorthy & Co., being a partnership firm, does not hold any direct shareholding in the Company. However, the Managing partners namely Mr. S. Anandavadivel, Joint Managing Director of the Company, and Mr. S. Aravindan, Promoter of the Company hold shares in the Company in their individual capacity. Accordingly, the relationship between the Related Party and the Company arises by virtue of the common association of the aforesaid persons with the Company and the Related Party, and not by way of any direct shareholding held by the Related Party in the Company.

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

<table>
<tr><th>S. No</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th><th>Information provided by the management for M/s.V. Sathyamoorthy & Co.,</th></tr>
<tr><td>1</td><td>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.~~
conditions of the respective approvals.</td><td colspan="4">**Transactions during the last financial year 2025-26 (INR in Crores)**
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>CMK Projects Private Limited</th><th>Renaatus Projects Private Limited</th><th>Trineva Infra Projects Private Limited</th><th>V. Sathyamoorthy & Co</th></tr>
<tr><td>1</td><td>Purchase of Materials</td><td>6.11</td><td>0</td><td>0</td><td>0.04</td></tr>
<tr><td>2</td><td>Receipt of Services</td><td>0.78</td><td>0.19</td><td>0.58</td><td>0.05</td></tr>
<tr><td>3</td><td>Supply/Sale of services</td><td>57.74</td><td>1.88</td><td>10.34</td><td>0</td></tr>
<tr><td>4</td><td>Interest on Deposits</td><td>0.04</td><td>0.07</td><td>0.10</td><td>0</td></tr>
<tr><td>5</td><td>Receipts against Preferential allotment convertible warrants and conversion of securities</td><td>10.00</td><td>0</td><td>1.50</td><td>0</td></tr>
<tr><td></td><td>Total</td><td>74.67</td><td>2.14</td><td>12.52</td><td>0.09</td></tr>
</table>
Note: During the financial year 2025–26, the transactions undertaken with the Related Parties were covered under two separate Related Party Transaction (“RPT”) approval periods, as the Company’s RPT approvals are obtained on an AGM-to-AGM basis, with the Annual General Meeting (“AGM”) being held in September each year.
Accordingly, the transactions undertaken during the period from April 1, 2025 to September 22, 2025 were covered under the omnibus RPT approval granted at the 61st AGM. Thereafter, the transactions undertaken from September 23, 2025 to March 31, 2026 were covered under the omnibus RPT approval obtained at the 62nd AGM.
The aforesaid omnibus approvals covered the identified Related Parties, either individually or in aggregate, subject to the overall approved limits and the applicable terms and conditions of the respective approvals</td></tr>
<tr><td>2.</td><td>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.</td><td>Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 1,04,712 for the QTR ended June 30, 2026.</td><td>Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 1,71,404 for the QTR ended June 30, 2026.</td><td>Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 2,58,957 for the QTR ended June 30, 2026.</td><td>Receipt of Services amounting to ₹ 1,14,914 for the QTR ended June 30, 2026.</td></tr>
<tr><td>3.</td><td>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.</td><td colspan="4">Nil. There have been no defaults by the respective Related Party in respect of any obligation undertaken by it under any transaction or arrangement entered into with the Company during the last financial year. The position has been considered with reference to the respective contractual terms and obligations applicable to the transactions undertaken during the said period, including purchase of materials, receipt of services, supply/sale of services, interest accrued on deposits and receipts in connection with preferential allotment of convertible warrants and conversion of securities, as applicable.</td></tr>
</table>

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

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The aggregate value of the proposed Related Party Transaction(s) with the aforesaid Related Parties, either individually or in aggregate, being placed before the Audit Committee/shareholders for approval is not expected to exceed ₹ 100 Crore (Rupees One Hundred Crore only), exclusive of applicable taxes, during the period commencing from the date of approval of the shareholders at the ensuing Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting.			
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes. The proposed Related Party Transaction(s), together with the transactions undertaken with the Related Parties during the current financial year, having an aggregate value not exceeding ₹ 100 Crore (Rupees One Hundred Crore only), exclusive of applicable taxes, would constitute a Material Related Party Transaction under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The aggregate proposed value of ₹ 100 Crore represents approximately 104.55% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26. The applicable materiality threshold under Regulation 23(1) of the SEBI LODR Regulations is ₹ 9.56 Crores, being 10% of the Company's annual consolidated turnover of ₹ 95.64 Crores. Accordingly, the proposed transactions, when taken together with the transactions undertaken with the Related Parties during the current financial year, exceed the applicable materiality threshold and would constitute a Material Related Party Transaction. Accordingly, prior approval of the shareholders is required under Regulation 23 of the SEBI LODR Regulations, in addition to the approval of the Audit Committee as required under Regulation 23(2) of the SEBI LODR Regulations.			
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The proposed Related Party Transaction(s) with M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co., M/s. Trineva Infra Projects Private Limited and M/s. Renaatus Projects Private Limited, having an aggregate value not exceeding ₹ 100 Crore, represents approximately 104.55% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26.			
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable. The proposed transactions are proposed to be entered into directly between the Company and the respective Related Parties, namely, M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co., M/s. Trineva Infra Projects Private Limited and M/s. Renaatus Projects Private Limited. No subsidiary of the Company is a party to the proposed transactions.			

<table>
<tr><th>S. No</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th><th>Information provided by the management for M/s. V. Sathyamoorthy & Co.,</th></tr>
<tr><td>5.</td><td>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.</td><td colspan="4">The Proposed transaction(s) to be entered into and/or continued with the aforesaid related parties, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 100 Crores (Rupees One Hundred Crores only).

The audited financial statements of M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited,M/s. Trineva Infra Projects Private Limited and M/s.V.Sathyamoorthy & Co, for the financial year 2025–26 are not available as on the date of this disclosure. Accordingly, for the purpose of determining the value of the proposed transaction(s), as a percentage of the respective Related Party's turnover, the calculation has been made based on the turnover for the financial year 2024–25, being the latest completed financial year for which the relevant financial information is available.

<table><tr><th>Particulars</th><th>M/s CMK Projects Private Limited</th><th>M/s. Renaatus Projects Private Limited</th><th>M/s. Trineva Infra Projects Private Limited</th><th>M/s.V. Sathyamoorthy & Co</th></tr><tr><td>Financial Year</td><td>2024-25</td><td>2024-25</td><td>2024-25</td><td>2024-25</td></tr><tr><td>Type/Basis of Financials</td><td>Standalone</td><td>Consolidated</td><td>Standalone</td><td>Standalone</td></tr><tr><td>Turnover of the Company (in Crores)</td><td>514.03</td><td>503.48</td><td>231.14</td><td>689.32</td></tr><tr><td>% of the turnover for the proposed 100 Cr. RPT transaction (Rounded off)</td><td>19.45%</td><td>19.86%</td><td>43.26%</td><td>14.50%</td></tr></table>
Note: The above percentage has been calculated by comparing the maximum aggregate proposed transaction value of ₹ 100 Crore with the respective Related Party's turnover. Where the ₹ 100 Crore represents an aggregate limit across all four Related Parties, rather than a separate limit of ₹ 100 Crore for each Related Party, the percentage should instead be calculated based on the specific proposed transaction value allocated to each Related Party.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanation: The above information is to be given on standalone basis, if standalone is not available, provide on consolidated basis.</td><td colspan="4">The Proposed transaction(s) to be entered into and/or continued with the aforesaid related parties as mentioned above, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 100 Crores (Rupees One Hundred Crores only).

The audited financial statements of aforesaid related parties, for the financial year 2025–26 are not available as on the date of this disclosure. Accordingly, for the purpose of determining the financial performance of the aforesaid Related Parties, the calculation has been made based on the financial year 2024–25, being the latest completed financial year for which the relevant standalone financial information is available.

<table><tr><th>Particulars</th><th>M/s CMK Projects Private Limited</th><th>M/s. Renaatus Projects Private Limited</th><th>M/s. Trineva Infra Projects Private Limited</th><th>M/s.V. Sathyamoorthy & Co</th></tr><tr><td>Financial Year</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td></tr><tr><td>Type/Basis of Financials</td><td>Standalone</td><td>Standalone</td><td>Standalone</td><td>Standalone</td></tr><tr><td colspan="4">Amount (in Crores)</td><td></td></tr><tr><td>Net worth</td><td>174.85</td><td>167.05</td><td>153.28</td><td>269.73</td></tr><tr><td>Turnover</td><td>514.03</td><td>498.15</td><td>231.14</td><td>689.32</td></tr><tr><td>Profit/Loss for the period</td><td>27.54</td><td>7.29</td><td>13.51</td><td>45.12</td></tr></table></td></tr>
</table>

A(5) - Basic details of the proposed transaction

<table>
<tr><th>S. No</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th><th>Information provided by the management for M/s. V. Sathyamoorthy & Co.,</th></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="4">Availing of contracts, sub-contracts, investment arrangements (including deposits), execution of infrastructure and construction projects (supply and/or service based), including participation in direct or back-to-back orders from Government or private sector entities.</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td colspan="4">a) entering into contracts and sub-contracts;
b) undertaking investment arrangements, including placement of deposits, as may be permitted under applicable laws;
c) execution of infrastructure and construction projects, including supply of goods and/or provision of services;
d) participation in and execution of direct orders and/or back-to-back orders received from Government and/or private sector entities; and
e) such other transactions and arrangements incidental or ancillary to the aforesaid activities,</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="4">The proposed transaction(s) shall be undertaken during the period commencing from the date of approval of the shareholders at the ensuing Annual General Meeting and ending on the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td colspan="4">Yes. Omnibus approval is proposed to be obtained from the Audit Committee for an aggregate transaction limit of ₹ 100 Crores, considering the recurring and ongoing nature of the proposed transactions, which may include contracts and sub-contracts, investment arrangements including deposits, and execution of infrastructure and construction projects involving supply of goods and/or provision of services, including participation in direct and/or back-to-back orders from Government entities, utilities and private-sector entities, during the proposed approval period.</td></tr>
<tr><td>5.</td><td>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.</td><td colspan="4">The proposed approval period extends across two financial years, i.e., FY 2026–27 and FY 2027–28. The aggregate value of the proposed transaction(s) during the entire approval period shall not exceed ₹ 100 Crores (Rupees One Hundred Crores only).

The actual utilisation of the approved limit during each financial year may vary depending upon the contracts and sub-contracts entered into, investment arrangements including deposits, and the execution of infrastructure and construction projects involving supply of goods and/or provision of services, including direct and/or back-to-back orders from Government entities, utilities and private-sector entities, based on the Company’s business requirements and the nature and volume of activities undertaken during the respective financial year.

The estimated financial year-wise break-up of the proposed transaction value is as follows:
<table>
<tr><th>Financial Year</th><th>Period</th><th>Estimated Transaction Value</th></tr>
<tr><td>FY 2026–27</td><td>From the date of approval by the shareholders at the ensuing Annual General Meeting to 31st March, 2027</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>FY 2027–28</td><td>1st April, 2027 to the earlier of (i) the date of the next Annual General Meeting or (ii) fifteen months from the date of the ensuing Annual General Meeting</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>Total</td><td>Entire approval period</td><td>Not exceeding ₹ 1.00 Crore, excluding applicable taxes</td></tr>
</table>
</td></tr>
</table>

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company, under its new management since June 2022, has realigned its business strategy towards executing infrastructure and construction projects across Government and private sectors. In order to capitalise on timely business opportunities, strengthen its execution capabilities and scale its operations efficiently, the Company proposes to enter into contracts, sub-contracts and other project-related arrangements with strategic partners, including the identified Related Parties, who are already active and experienced in the infrastructure and construction sector. The identified Related Parties have established business relationships and access to opportunities with Government and private-sector entities. Accordingly, entering into back-to-back, collaborative and other project-related arrangements with such Related Parties is expected to enable the Company to: • enhance its project execution capabilities and access requisite technical, manpower and other resources; • build its credentials, track record and project portfolio in the infrastructure and construction sector; • optimise utilisation of available resources and operational capacities; and • accelerate revenue generation and facilitate the Company's participation in infrastructure and construction projects. Until the Company is able to independently secure and execute a larger number of direct orders from Government and private-sector entities, the proposed arrangements with the Related Parties are expected to serve as a strategic bridge to enable the Company to establish and strengthen its market presence, develop operational credibility and build a sustainable project execution track record. The proposed transactions are, therefore, aligned with the Company's present business strategy and long-term growth objectives and are expected to contribute to the expansion and scalability of its infrastructure and construction business.			
		Further, to ensure that the proposed Related Party Transactions are in the best interests of the Company and its shareholders: • all transactions shall be subject to prior review and approval by the Audit Committee in accordance with applicable regulatory requirements; • pricing and commercial terms shall be appropriately benchmarked against prevailing market rates, wherever applicable; • arm's-length pricing shall be ensured through appropriate independent valuation / benchmarking, including independent valuer reports obtained on a quarterly basis, wherever applicable, and the same shall be reviewed by the Audit Committee; and • the transactions shall be subject to appropriate internal controls, documentation and periodic oversight by the Audit Committee and the Board of Directors in accordance with applicable laws and the Company's Policy on Related Party Transactions. The proposed material Related Party Transactions are being placed before the shareholders for their prior approval by way of an omnibus approval in accordance with Regulation 23 of the SEBI LODR Regulations and other applicable provisions of law. The transactions shall be undertaken within the approved nature, terms and conditions and aggregate monetary limit of the omnibus approval and in compliance with applicable regulatory requirements and the Company's Policy on Related Party Transactions. Accordingly, the proposed transactions are considered to have a sound commercial rationale and to be in the interest of the Company and its shareholders, as they are expected to facilitate timely access to project opportunities, enhance the Company's execution capabilities, strengthen its market presence and operational credentials, optimise resource utilisation and support accelerated revenue generation and long-term growth. The transactions shall be undertaken transparently and, wherever applicable, on an arm's-length basis and on terms not less favourable to the Company than those prevailing in transactions with unrelated parties.			

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*	As disclosed under table A(2): Relationship and ownership of the related party, the relevant promoter(s), director(s) and/or key managerial personnel of the Company having an interest in the proposed transactions have been identified and disclosed therein. To the best of the knowledge and belief of the management, except for the direct interests specifically disclosed under Table A(2), none of the promoter(s), director(s) or key managerial personnel of the Company has any indirect interest in the proposed transactions through any person over whom such individual has control, as contemplated under the Explanation.			
	a. Name of the director / KMP	Mr. C.K. Venkatachalam, Managing Director of the Company.	Mr. C.K. Venkatachalam, Managing Director of the Company.	Mr. C.K. Venkatachalam, Managing Director and Mr. S.Anandavadivel, Joint Managing Director of the Company	Mr. S.Anandavadivel, Joint Managing Director, of the Company.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. C.K. Venkatachalam holds 9,00,000 equity shares, representing 13.43% of the total share capital of the Related Party.	Nil. Mr. C.K. Venkatachalam does not hold any direct shareholding in related party. However, he has an indirect interest through his relationship with Ms. Padmini Sundaram, Director and shareholder of Related Party.	Mr. C.K. Venkatachalam holds 11,55,000 equity shares, representing 23.10% of the total share capital of Related Party. Mr. S. Anandavadivel holds 10,45,000 equity shares, representing 20.90% of the total share capital of Related Party.	Not Applicable. The Related Party is a partnership firm and, accordingly, the disclosure relating to shareholding is not applicable.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable, at the stage of seeking the omnibus approval. The proposed transactions primarily relate to contracts and sub-contracts, investment arrangements including deposits, and the execution of infrastructure and construction projects involving supply of goods and/or provision of services, including direct and/or back-to-back orders from Government entities, utilities and private-sector entities. Accordingly, a valuation or other external party report is not necessarily applicable to each proposed transaction at the time of seeking the omnibus approval. However, wherever applicable, the pricing and commercial terms of the proposed transactions shall be benchmarked against prevailing market rates, comparable transactions or other appropriate external benchmarks to ensure that the transactions are undertaken on an arm's-length basis and on terms not less favourable to the Company than those prevailing in transactions with unrelated parties. Where an independent valuation / external party report is considered necessary or applicable, the same shall be obtained and placed before the Audit Committee for its review.			
9.	Other information relevant for decision making.	The proposed transactions are intended to support the Company's infrastructure and construction business and may include entering into contracts and sub-contracts, undertaking investment arrangements including deposits, and executing infrastructure and construction projects involving the supply of goods and/or provision of services, including direct and/or back-to-back orders received from Government entities, utilities and private-sector entities. The proposed transactions are aligned with the Company's business requirements and growth objectives and are expected to facilitate access to project opportunities, enhance project execution capabilities, optimise resource utilisation and support the expansion of the Company's infrastructure and construction business. The transactions shall be undertaken within the approved nature, terms and aggregate monetary limit and in compliance with applicable provisions of the SEBI LODR Regulations, the Companies Act, 2013, other applicable laws and the Company's Policy on Related Party Transactions. The proposed transactions shall, wherever applicable, be undertaken on an arm's-length basis and on terms not less favourable to the Company than those prevailing in comparable transactions with unrelated parties, with appropriate commercial evaluation, documentation and governance safeguards.			

Part B: Information for specific type of RPT proposed to be undertaken and is in addition to Part A.

B(1) - Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions primarily relate to the Company entering into contracts and sub-contracts with the Related Parties for undertaking and executing infrastructure and construction projects, including projects arising from direct and/or back-to-back orders received by the Related Parties from Government and/or private-sector entities. Accordingly, the proposed transactions do not involve the Company selecting the Related Parties as vendors for procurement of goods or services. Instead, the Company may be engaged by the Related Parties for execution of the relevant contracts, sub-contracts or project-related activities based on the Company's execution capabilities, technical expertise, resources and ability to fulfil the requirements of the underlying project or order. The specific scope of work and engagement of the Company may be determined based on the requirements of the underlying project, the terms of the principal contract or order, and the commercial and operational requirements of the parties. Accordingly, a uniform bidding or vendor-selection process is not applicable to the proposed transactions.			
2.	Basis of determination of price.	The consideration payable to the Company under the proposed contracts and sub-contracts shall be determined based on the nature, scope and specifications of the relevant infrastructure or construction project, the terms of the underlying direct or back-to-back order, the scope of work allocated to the Company, project costs, applicable Government Schedule of Rates (SOR), Bill of Quantities (BOQ), prevailing market and industry rates, rates applicable to comparable infrastructure and construction projects, historical rates for similar transactions with unrelated parties and other relevant commercial parameters, wherever applicable. The pricing and commercial terms shall be appropriately benchmarked to ensure that the transactions are undertaken on an arm's-length basis and on terms not less favourable to the Company than those prevailing in similar transactions with unrelated parties. Where considered appropriate, independent valuation / external benchmarking may also be obtained to validate the pricing and commercial terms.			
3.	In case of Trade advance *(of upto 365 days or such period for which such advances are extended as per normal trade practice)*, if any, proposed to be extended to the related party in relation to the transaction, specify the following:				
	a. Amount of Trade advance	No fixed or predetermined amount of trade advance is proposed to be extended by the Company to the Related Parties under the omnibus approval. The proposed transactions primarily contemplate the Company receiving contracts / sub-contracts and executing infrastructure and construction projects for the Related Parties. However, if any trade advance is required to be extended by the Company to a Related Party in connection with any specific transaction, the same shall be subject to the terms of the relevant contract or arrangement, normal trade practices, applicable laws and the Company's internal policies and controls.			
	b. Tenure	Not applicable to the proposed transactions as presently contemplated. If any trade advance is extended in connection with a specific transaction, the tenure shall be determined in accordance with the terms of the relevant contract or arrangement and normal trade practices and shall ordinarily be adjusted or settled against the corresponding contractual obligations.			
	c. Whether same is self-liquidating?	Not applicable to the proposed transactions as presently contemplated. Where any trade advance is extended in connection with a specific transaction, the same shall, wherever applicable, ordinarily be self-liquidating and adjusted against the corresponding contractual obligations in accordance with the terms of the relevant contract or arrangement.			

FOR ITEM NO. 09:

Part A: Details of the related party and transactions with the related party

A(1) - Basic Details of the related party

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. Savidhaanu centering works
1	Name of the related party	M/s CMK Projects Private Limited	M/s. Renaatus Projects Private Limited	M/s. Trineva Infra Projects Private Limited	Aura Power Private Limited	Renaatus Procon Private Limited	M/s. V. Sathyamoorthy & Co.,	M/s Savidhaanu centering works
2	Country of incorporation of the related party	India	India	India	India	India	India	India
3	Nature of business of the related party: note: The nature of business activities of the respective Related Parties has been stated based on the business objects and activities set out in their respective constitutional documents, wherever applicable, and the information available to the Company. The descriptions are intended to provide the Audit Committee and shareholders with an understanding of the nature and scope of business activities relevant to the proposed Related Party Transactions and should not be construed as confirmation that each of the activities described has been undertaken by the respective Related Party.	The Related Party is engaged in activities relating to builders, building contractors, engineering and procurement contractors and to laying out, developing, constructing, building, erecting, demolishing, re-erecting, altering, repairing, remodelling or undertaking any other civil or architectural work in connection with any building or building scheme, roads, highways, docks, ships, sewers, bridges, canals, wells, springs, dams, power plants, wharves, ports, reservoirs, embankments, tramways, railways, irrigation, reclamation, improvement, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works and other structural or architectural works of any kind, including under build, operate and transfer (BOT), build, own, operate and transfer (BOOT) and build, operate, lease and transfer (BOLT) models.	The Related Party is engaged in activities relating to civil, electrical and mechanical engineering, contracting, building, promotion and real estate, including the construction, purchase and sale of buildings of all kinds, including factory buildings, complexes, flats, tenements, apartments and other superstructures. The Related Party is also engaged in the construction, erection and alteration of civil, electrical, structural and mechanical works, including canals, dams, roadworks, bridges, ports, reservoirs and other structural and architectural works of any kind. Its activities further include the business of builders, contractors and dealers in houses, buildings, factories and related building materials, tools, implements and machinery.	The Related Party is engaged in activities relating to the business of buying, developing and selling of plots, civil engineering works and construction of residential premises, including apartments, individual houses, villas, duplex houses, dwelling houses, row houses and other properties of any description and also altering, demolishing, constructing, repairing, re-constructing, re-building, destructing the above described properties. The Related Party is also engaged in the business of constructing, building, developing, maintaining, operating, owning and transferring infrastructure facilities, including housing, roads, highways, flyovers, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland waterways and inland ports, water treatment systems, sea water desalination plants,	The Related Party is engaged in the business of generating, transmitting and distributing power from solar energy, including solar photovoltaic and solar thermal technology and their applications, as well as the generation, production, purchase, sale, development, distribution and supply of electric power in all its forms, whether as principal, agent, broker, representative, consultant or collaborator, through the establishment of solar power plants, both grid-connected and off-grid. Its activities further extend to the business of build-own-operate-transfer, manufacturing, assembling, installing, leasing, franchising, repairing, buying, selling, exchanging, altering, importing, exporting and dealing in solar power plants, solar-based infrastructure, components, parts, accessories and equipment.	The related party is engaged in carry on the business of manufacturing, buying, selling, importing and exporting business in all kind of bricks, tiles and other construction building materials. The related party is also engaged in carrying on the business to represent other manufacturers, traders, merchants or dealers in the above products, general merchandise and other articles in India and elsewhere. The related party is also engaged in carrying on agency business in all kinds of plant, machinery, equipment, apparatus, instruments, tools, components and accessories required for construction industries.	Based on the Company's past business dealings and transactions with the partnership concern and the information available to the Company, the Company understands that the related party is engaged in and may undertake contracts, sub-contracts and other project-related activities in the infrastructure and construction sectors, as may be mutually agreed between the parties and subject to the applicable terms and conditions.	The Related Party is engaged in activities relating to supplying and hiring of all Construction materials and such other allied trade or business as partners may decide from time to time.

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. Savidhaanu centering works
		The Related Party is also engaged in activities relating to the purchase, acquisition, taking on lease or otherwise dealing with areas, lands, buildings and structures, development of townships, markets and other buildings or conveniences, participation in tenders, joint ventures and memoranda of understanding with Central or State Governments, Government Departments, Municipalities, Local Authorities, Corporations and Co-operative Societies, and equipping the same or any part thereof with amenities or conveniences, including drainage, electrical, telegraphic and other related facilities.		reverse osmosis systems, underground drainage systems, solid waste management systems, tertiary treatment plants, sanitation and sewage systems and other public facilities of a similar nature. Its activities also include projects for the generation and/or distribution of electricity or any other form of power and telecommunication services and dealing with the same in any manner whatsoever in India or elsewhere in the world.	The Related Party is also engaged in the business of real estate and properties, including the purchase, sale, development and promotion of lands and other immovable properties, satellite townships, houses, plots, flats, apartments, factories, green agro estates, beach resorts, farm houses, guest houses and community halls, as well as allied immovable properties such as aqua culture units, gardens and parks, and further carries on the business of civil, mechanical and electrical contractors. In addition, its activities include the production, purchase, sale, distribution and supply of agro products, poultry products, dairy products and animal feeds, whether as principal, agent, broker, representative, consultant or collaborator.			

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

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. Savidhaanu centering works
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	• Mr. C.K. Venkatachalam, Managing Director of the Company, is a Director and shareholder of the related party. • Further, Mr. C.K. Balasubramanian, Promoter of the Company, is also a shareholder of the related party. • Accordingly, M/s. CMK Projects Private Limited is a Related Party of the Company by virtue of the common directorship and shareholding interests of the aforesaid Promoter / Director.	• Mr. C.K. Venkatachalam, Managing Director of the Company, is related to Ms. Padmini Sundaram, who is his sister and is accordingly included in the Promoter Group of the Company. Ms. Padmini Sundaram is also a Director and shareholder of the related party. • Accordingly, M/s. Renaatus Projects Private Limited is a Related Party of the Company by virtue of the relationship of Ms. Padmini Sundaram with Mr. C.K. Venkatachalam and the resultant common Promoter Group linkage between the Company and the said Related Party.	• The related party is one of the promoters of the Company. • Mr. C.K. Venkatachalam, Managing Director of the Company, is a shareholder of the Related Party. His relative, Mr. Pranav Harsan Venkatachalam, is a shareholder and director in the Related Party. • Further, Mr. S. Anandavadivel, Joint Managing Director of the Company, is a shareholder of the Related Party. His relative, Mr. Sanu Raghav, is director in the related party. • Mr. S. Aravindan, Promoter of the Company, who is brother of Mr. S. Anandavadivel, Joint Managing Director of the Company, and their parents are also shareholders of the related party. • Accordingly, M/s. Trineva Infra Projects Private Limited is a Related Party of the Company by virtue of its status as a promoter of the Company.	• Mr. S. Anandavadivel, Joint Managing Director of the Company, is a director and shareholder in the related party. • Further, Mr. S. Aravindan Promoter of the Company, is also a director and shareholder in the related party. • Accordingly, M/s. Aura Power Private Limited is a Related Party of the Company by virtue of the common Promoter Group linkage between the Company and the said Related Party.	• Mr. C.K. Venkatachalam, Managing Director of the Company, is related to Ms. Padmini Sundaram, who is his sister and is accordingly included in the Promoter Group of the Company. Ms. Padmini Sundaram is also a Director and shareholder of the related party. • Accordingly, M/s. Renaatus Procon Private Limited is a Related Party of the Company by virtue of the relationship of Ms. Padmini Sundaram with Mr. C.K. Venkatachalam and the resultant common Promoter Group linkage between the Company and the said Related Party.	• Mr. S. Anandavadivel, Joint Managing Director of the Company, is a Managing Partner of the related party. • Mr. S. Aravindan, Promoter of the Company, who is brother of Mr. S. Anandavadivel, Joint Managing Director of the Company, and their parents are also partners of the related party • Accordingly, M/s. V. Sathyamoorthy & Co. is a Related Party of the Company by virtue of the partnership interests of the aforesaid Director / Promoter.	• Mother of Mr. S. Anandavadivel, Joint Manging Director of the company and Mr. Aravindan, Promoter of the Company, (who are brothers) is partner. • Spouse of Mr. Aravaindan, Promoter of the Company, is the another partner. • Accordingly, M/s Savidhaanu centering works is a Related Party of the Company by virtue of the relatives of the promoter being partner.
	• Shareholding of the listed entity~~/ subsidiary (in case of transaction involving the subsidiary)~~, whether direct or indirect, in the related party	NIL, The Company and its subsidiaries do not hold any direct or indirect shareholding in the respective Related Parties					Not Applicable. The Related Party is a partnership firm and, accordingly, the disclosure relating to shareholding is not applicable.	

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. Savidhaanu centering works
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~	Not Applicable. The respective Related Parties are body corporates having share capital and are neither partnership firms nor sole proprietorships concern nor body corporates without share capital. Accordingly, the disclosure relating to capital contribution is not applicable. The Company and its subsidiaries have not made any capital contribution to the respective Related Parties.					The aforesaid related parties are a Partnership firm. The Company and its subsidiaries have not made any capital contribution to, or otherwise contributed capital to, the said Related Party.	
	• 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 listed entity / subsidiary / related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	M/s. CMK Projects Private Limited ("CMK") does not hold any direct equity shareholding in the Company. However, CMK holds Convertible Warrants which are convertible into equity shares of the Company. Further, CMK has a common promoter/ director linkage with the Company through Mr. C.K. Venkatachalam and Mr. C.K. Balasubramanian. Accordingly, the relationship between CMK and the Company is by virtue of the aforesaid common promoter/director linkage, and not by way of any direct equity shareholding presently held by CMK in the Company.	M/s. Renaatus Projects Private Limited does not hold any direct shareholding in the Company. However, the Related Party is connected with the Company through Ms. Padmini Sundaram, who is a Director and shareholder of the Related Party and is the sister of Mr. C.K. Venkatachalam, Managing Director of the Company, and is accordingly included in the Promoter Group of the Company. The relationship with the Company is therefore by virtue of the aforesaid relationship and Promoter Group linkage and not by way of any direct shareholding held by the Related Party in the Company.	M/s. Trineva Infra Projects Private Limited holds 11.74% of the equity share capital of the Company as on June 30, 2026, and is accordingly part of the Promoter of the Company.	M/s. Aura Power Private Limited does not hold any direct shareholding in the Company. However, the related party has indirect shareholding exposure in the Company through common promoter/ director linkage, namely Mr. S. Anandavadivel, Joint Managing Director, and Mr. Aravindan, who are associated with both the Company and the related party.	M/s. Renaatus Procon Private Limited holds 2000 equity shares in the Company as on as on June 30, 2026, and is accordingly part of the Promoter Group of the Company.	M/s. V. Sathyamoorthy & Co., being a partnership firm, does not hold any direct shareholding in the Company. However, the Managing partners namely Mr. S. Anandavadivel, Joint Managing Director of the Company, and Mr. S. Aravindan, Promoter of the Company hold shares in the Company in their individual capacity. Accordingly, the relationship between the Related Party and the Company arises by virtue of the common association of the aforesaid persons with the Company and the Related Party, and not by way of any direct shareholding held by the Related Party in the Company.	M/s Savidhaanu centering works being a partnership firm, does not hold any direct shareholding in the Company.

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

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. M/s. Savidhaanu centering works
1	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~~.* conditions of the respective approvals.	During the financial year 2025–26, the transactions undertaken with the aforesaid Related Parties were covered under **two separate periods of omnibus approval for Related Party Transactions ("RPTs")**, as the Company's RPT approvals are obtained on an AGM-to-AGM basis, with the Annual General Meeting ("AGM") ordinarily being held in September each year. Accordingly, the transactions undertaken during the period from **1st April, 2025 to 22nd September, 2025** were covered under the omnibus RPT approval granted at the **61st AGM** of the Company. Thereafter, the transactions undertaken during the period from **23rd September, 2025 to 31st March, 2026** were covered under the omnibus RPT approval obtained at the **62nd AGM** of the Company. The aforesaid omnibus approvals covered the identified Related Parties, either individually or in aggregate, subject to the respective approved transaction limits and the applicable terms and conditions of the respective approvals. **No transactions were undertaken by any subsidiary of the Company with the aforesaid Related Parties during the financial year 2025–26, except as separately disclosed, if applicable.**						

Transactions during the last financial year 2025-26 (INR in Crores)

S. No	Nature of Transactions	CMK Projects Private Limited	Renaatus Projects Private Limited	Trineva Infra Projects Private Limited	M/s. Aura Power Private Limited	M/s. Renaatus Procon Private Limited	V. Sathyamoorthy & Co	M/s. Savidhaanu centering works
1	Purchase of Materials	6.11	0	0	0	0.03	0.04	0
2	Receipt of Services	0.78	0.19	0.58	2.37	0	0.05	0.09
3	Supply/Sale of services	57.74	1.88	10.34	0	0	0	0
4	Interest on Deposits	0.04	0.07	0.10	0	0	0	0
5	Receipts against Preferential allotment convertible warrants and conversion of securities	10.00	0	1.50	0	0	0	0
	Total	74.67	2.14	12.52	2.37	0.03	0.09	0.09

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. M/s. Savidhaanu centering works
2.	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 1,04,712 for the QTR ended June 30, 2026.	Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 1,71,404 for the QTR ended June 30, 2026.	Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 2,58,957 for the QTR ended June 30, 2026.	Nil, The Company has not undertaken any transactions with the aforesaid Related Parties for the QTR ended June 30, 2026.		Receipt of Services amounting to ₹ 1,14,914 for the QTR ended June 30, 2026.	Nil, The Company has not undertaken any transactions with the aforesaid Related Parties for the QTR ended June 30, 2026
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity ~~or its subsidiary~~ during the last financial year.	Nil. There have been no defaults by the respective Related Party in respect of any obligation undertaken by it under any transaction or arrangement entered into with the Company during the last financial year. The position has been considered with reference to the respective contractual terms and obligations applicable to the transactions undertaken during the said period, including purchase of materials, receipt of services, supply/sale of services, interest accrued on deposits and receipts in connection with preferential allotment of convertible warrants and conversion of securities, as applicable.						

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

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.	Information provided by the management for M/s. Savidhaanu centering works
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The proposed Related Party Transaction(s), together with the transactions undertaken with the Related Parties (M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Trineva Infra Projects Private Limited, M/s. Aura Power Private Limited, M/s. Renaatus Procon Private Limited, M/s. V. Sathyamoorthy & Co. and M/s. Savidhaanu centering works, either individually or in aggregate) having an aggregate value not exceeding ₹ 100 Crore (Rupees Hundred Crore only), exclusive of applicable interest and taxes, would constitute a Material Related Party Transaction under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). The aggregate proposed value of ₹ 100 Crore represents approximately 104.55% of the Company’s audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26. The applicable materiality threshold under Regulation 23(1) of the SEBI LODR Regulations is ₹ 9.56 Crores, being 10% of the Company’s annual consolidated turnover of ₹ 95.64 Crores. Accordingly, the proposed transactions, when taken together with the transactions undertaken with the Related Parties during the current financial year, exceed the applicable materiality threshold and would constitute a Material Related Party Transaction. Accordingly, prior approval of the shareholders is required under Regulation 23 of the SEBI LODR Regulations, in addition to the approval of the Audit Committee as required under Regulation 23(2) of the SEBI LODR Regulations.						

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.	Information provided by the management for M/s. Savidhaanu centering works
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The transaction during previous financial year and current financial year up to the quarter immediately preceding the quarter in which the approval is sought is disclosure in the above table i.e. A(3) under S.no. 1 and 2. respectively)						
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	104.55% The proposed Related Party Transaction with the aforesaid parties (A4: S. No. 1), having an aggregate value not exceeding ₹ 100 Crore, represents approximately 104.55% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26.						
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable. The proposed transaction is proposed to be entered into directly between the Company and the proposed related parties as mentioned above. No subsidiary of the Company is a party to the proposed transaction.						

<table>
<tr><th>S. No</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th><th>Information provided by the management for M/s. Aura Power Private Limited</th><th>Information provided by the management for M/s. Renaatus Procon Private Limited</th><th>Information provided by the management for M/s. V. Sathyamoorthy & Co.</th><th>Information provided by the management for M/s. Savidhaanu centering works</th></tr>
<tr><td>5</td><td>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.</td><td colspan="7">
Note:
• The transaction(s) to be entered into and/or continued with proposed related parties as mentioned above, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 100 Crores (Rupees Hundred Crores only).
• The audited financial statements of M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Trineva Infra Projects Private Limited and M/s. Renaatus Procon Private Limited for the financial year 2025–26 are not available as on the date of this disclosure. Accordingly, for the purpose of determining the value of the proposed transactions as a percentage of the Related Party's turnover, the calculation has been made based on the turnover for the financial year 2024–25, being the latest completed financial year for which the relevant financial information is available.
<table>
<tr><th>Particulars</th><th>M/s CMK Projects Private Limited</th><th>M/s. Renaatus Projects Private Limited</th><th>M/s. Trineva Infra Projects Private Limited</th><th>M/s. Aura Power Private Limited</th><th>M/s. Renaatus Procon Private Limited</th><th>M/s. V. Sathyamoorthy & Co</th><th>M/s. Savidhaanu centering works</th></tr>
<tr><td>Financial Year</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td></tr>
<tr><td>Type/Basis of Financials</td><td>Standalone</td><td>Consolidated</td><td>Standalone</td><td>Standalone</td><td>Consolidated</td><td>Standalone</td><td>Standalone</td></tr>
<tr><td>Turnover of the Company (in Crores)</td><td>514.03</td><td>503.48</td><td>231.14</td><td>60.53</td><td>352.80</td><td>689.32</td><td>0.98</td></tr>
<tr><td>% of the turnover for the proposed 100 Cr. RPT transaction (Rounded off)</td><td>19.45%</td><td>19.86%</td><td>43.26%</td><td>165.20%</td><td>28.34%</td><td>14.50%</td><td>10204.00%</td></tr>
</table>
</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanation: The above information is to be given on standalone basis, if standalone is not available, provide on consolidated basis.</td><td colspan="7">
The proposed transaction(s) to be entered into and/or continued with proposed related parties as mentioned above, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 100 Crores (Rupees Hundred Crores only).
The audited financial statements of M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Trineva Infra Projects Private Limited and M/s. Renaatus Procon Private Limited for the financial year 2025–26 are not available as on the date of this disclosure. Accordingly, for the purpose of determining the value of the proposed transactions as a percentage of the Related Party's turnover, the calculation has been made based on the turnover for the financial year 2024–25, being the latest completed financial year for which the relevant financial information is available.
<table>
<tr><th>Particulars</th><th>M/s CMK Projects Private Limited</th><th>M/s. Renaatus Projects Private Limited</th><th>M/s. Trineva Infra Projects Private Limited</th><th>M/s. Aura Power Private Limited</th><th>M/s. Renaatus Procon Private Limited</th><th>M/s. V. Sathyamoorthy & Co</th><th>M/s. Savidhaanu centering works</th></tr>
<tr><td>Financial Year</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td><td>2024–25</td></tr>
<tr><td>Type/Basis of Financials</td><td>Standalone</td><td>Standalone</td><td>Standalone</td><td>Standalone</td><td>Standalone</td><td>Standalone</td><td>Standalone</td></tr>
<tr><td colspan="8">Amount (in Crores)</td></tr>
<tr><td>Net worth</td><td>174.85</td><td>167.05</td><td>153.28</td><td>29.44</td><td>112.13</td><td>269.73</td><td>1.56</td></tr>
<tr><td>Turnover</td><td>514.03</td><td>498.15</td><td>231.14</td><td>60.53</td><td>345.83</td><td>689.32</td><td>0.98</td></tr>
<tr><td>Profit/Loss for the period</td><td>27.54</td><td>7.29</td><td>13.51</td><td>6.35</td><td>28.17</td><td>45.12</td><td>0.05</td></tr>
</table>
</td></tr>
</table>

A(5) - Basic details of the proposed transaction

<table>
<tr><th>S. No</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th><th>Information provided by the management for M/s. Aura Power Private Limited</th><th>Information provided by the management for M/s. Renaatus Procon Private Limited</th><th>Information provided by the management for M/s. V. Sathyamoorthy & Co.,</th><th>Information provided by the management for M/s. Savidhaanu centering works</th></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="7">The Company proposes to enter into and/or continue transactions and arrangements with the Related Parties, including purchase of goods and/or availing of services, reimbursement of expenses and other project-related arrangements in connection with the Company's infrastructure, construction and other business projects, as may be required from time to time.</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td colspan="7">The proposed transactions, whether undertaken individually or in aggregate with the aforesaid Related Parties, shall comprise the following categories, subject to an overall aggregate value not exceeding ₹ 100 Crore (Rupees One Hundred Crore only) during the proposed approval period:
<table>
<tr><th>Type of Transaction</th><th>Proposed for aggregate value of not exceeding as below</th></tr>
<tr><td>(a) purchase of goods and services:</td><td>60 Crores</td></tr>
<tr><td>(b) reimbursement of expenses:</td><td>20 Crores</td></tr>
<tr><td>(c) other project-related arrangements, including arrangements relating to the Company's infra-structure, construction and other projects:</td><td>20 Crores</td></tr>
</table></td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="7">The proposed transaction(s) shall be undertaken during the period commencing from the date of approval of the shareholders at the ensuing Annual General Meeting and ending on the earlier of:
(i) the date of the next Annual General Meeting of the Company or
(ii) fifteen months from the date of the ensuing Annual General Meeting.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td colspan="7">Yes.
Omnibus approval is proposed to be obtained from the Audit Committee and shareholders for an aggregate transaction limit of ₹ 100 Crores, considering the recurring and ongoing nature of the proposed transactions, which may include any services/arrangements including purchase of goods and services, reimbursement of expenses, and all other arrangements related to infrastructure/construction and other Company projects, during the proposed approval period.</td></tr>
<tr><td>5</td><td>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.</td><td colspan="7">The proposed approval period extends across two financial years, i.e., FY 2026–27 and FY 2027–28. The aggregate value of the proposed transactions during the entire approval period shall not exceed ₹ 100 Crores (Rupees One Hundred Crores only).
The actual utilisation of the approved limit during each financial year may vary depending upon any services/arrangements including purchase of goods and services, reimbursement of expenses, and all other arrangements related to infrastructure/construction and other Company projects, based on the Company's business requirements and the nature and volume of activities to be undertaken during the respective period.
The estimated financial year-wise break-up of the proposed transaction value is as follows:
<table>
<tr><th>Financial Year</th><th>Period</th><th>Estimated Transaction Value</th></tr>
<tr><td>FY 2026–27</td><td>From the date of approval by the shareholders at the ensuing Annual General Meeting to 31st March, 2027</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>FY 2027–28</td><td>1st April, 2027 to the earlier of (i) the date of the next Annual General Meeting or (ii) fifteen months from the date of the ensuing Annual General Meeting</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>Total</td><td>Entire approval period</td><td>Not exceeding ₹ 100 crores, excluding applicable taxes</td></tr>
</table></td></tr>
</table>

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. Savidhaanu centering works
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company is actively executing and planning infrastructure and construction projects, which require access to specialised services, manpower, technical resources, plant and machinery, materials and other critical resources that may not be available in-house. To ensure uninterrupted project execution and timely fulfilment of client requirements, specifications and contractual commitments, the Company proposes to procure such goods and services and enter into other project-related arrangements with the aforesaid Related Parties who possess or have access to the requisite capabilities and resources. The proposed arrangements are expected to facilitate operational efficiency, cost-effectiveness, resource optimisation and scalability of the Company's business operations. The proposed Related Party Transactions shall be undertaken in accordance with applicable laws and the Company's Policy on Related Party Transactions and, where applicable, on an arm's length basis and on terms not less favourable to the Company than those prevailing in transactions with unrelated parties. Further, the proposed related party transactions shall be subject to appropriate internal controls, documentation, benchmarking of pricing and commercial terms, wherever applicable, and periodic review in accordance with the applicable regulatory framework. The Audit Committee and the Board shall exercise appropriate oversight over the transactions in accordance with applicable laws and the Company's Policy on Related Party Transactions. Accordingly, the proposed related party transactions are considered to be in the interest of the Company and its shareholders, as they are expected to facilitate timely execution of infrastructure and construction projects, ensure resource availability and support the Company's business growth and scalability in line with its commercial and strategic objectives.						
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	As disclosed under table A(2): Relationship and ownership of the related party, As disclosed under table A(2): Relationship and ownership of the related party, the relevant promoter(s), director(s) and/or key managerial personnel of the Company having an interest in the proposed transactions have been identified and disclosed therein. To the best of the knowledge and belief of the management, except for the direct interests specifically disclosed under Table A(2), none of the promoter(s), director(s) or key managerial personnel of the Company has any indirect interest in the proposed transactions through any person over whom such individual has control, as contemplated under the Explanation.						
	a. Name of the director / KMP	Mr. C.K. Venkatachalam, Managing Director of the Company.	Mr. C.K. Venkatachalam, Managing Director	Mr. C.K. Venkatachalam, Managing Director and Mr. S. Anandavadivel, Joint Managing Director of the Company	Mr. S. Anandavadivel, Joint Managing Director of the Company	Mr. C.K. Venkatachalam, Managing Director	Mr. S. Anandavadivel, Joint Managing Director of the Company	Mr. S. Anandavadivel, Joint Managing Director of the Company

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. Savidhaanu centering works
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. C.K. Venkatachalam holds 9,00,000 equity shares, representing 13.43% of the total share capital of the related party.	Nil. Mr. C.K. Venkatachalam does not hold any direct shareholding in the related party. However, he has an indirect interest through his relationship with Ms. Padmini Sundaram, Director and shareholder of the related party.	Mr. C.K. Venkatachalam holds 11,55,000 equity shares, representing 23.10% of the total share capital of the related party. Mr. S. Anandavadivel holds 10,45,000 equity shares, representing 20.90% of the total share capital of the related party.	Mr. S. Anandavadivel holds 5,40,000 shares equity, representing 4.82% of the total share capital of the related party.	Nil. Mr. C.K. Venkatachalam does not hold any direct shareholding in the related party. However, he has an indirect interest through his relationship with Ms. Padmini Sundaram, Director and shareholder of the related party.	Not Applicable. The Related Party is a partnership firm and, accordingly, the disclosure relating to shareholding is not applicable.	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The proposed transactions primarily relate to any services/arrangements including purchase of goods and services, reimbursement of expenses, and all other arrangements related to infrastructure/construction and other Company projects. Accordingly, a valuation or other external party report is not necessarily applicable to each proposed transaction at the time of seeking the omnibus approval. However, wherever applicable, the pricing and commercial terms of the proposed transactions shall be benchmarked against prevailing market rates, comparable transactions or other appropriate external benchmarks to ensure that the transactions are undertaken on an arm's-length basis and on terms not less favourable to the Company than those prevailing in transactions with unrelated parties. Where an independent valuation / external party report is considered necessary or applicable, the same shall be obtained and placed before the Audit Committee for its review.						
9	Other information relevant for decision making.	The proposed transactions are intended to facilitate the Company's participation in any services/arrangements including purchase of goods and services, reimbursement of expenses, and all other arrangements related to infrastructure/construction and other Company projects. The transactions shall be undertaken within the approved nature, terms and aggregate monetary limit of the omnibus approval and in compliance with applicable laws, the Company's Policy on Related Party Transactions and applicable arm's-length requirements.						

Part B: Information for specific type of RPT proposed to be undertaken and is in addition to Part A.

B(1) - Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited	Information provided by the management for M/s. Aura Power Private Limited	Information provided by the management for M/s. Renaatus Procon Private Limited	Information provided by the management for M/s. V. Sathyamoorthy & Co.,	Information provided by the management for M/s. Savidhaanu centering works
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions may include purchase of goods and/or availing of services from the Related Parties, reimbursement of expenses and other arrangements in connection with the Company's infrastructure, construction and other business projects. Depending upon the nature and requirements of the relevant transaction or project, the Related Parties may be considered or engaged based on their technical capabilities, experience, execution track record, availability of resources, familiarity with the project requirements and ability to meet the Company's specifications, timelines and other commercial requirements. The selection of the Related Party, wherever applicable, may also be influenced by the specific requirements and nature of the project or transaction. Accordingly, a uniform bidding or vendor-selection process may not be applicable to all proposed transactions. Where a competitive bidding, quotation or other vendor-selection process is considered appropriate or practicable, the same may be undertaken based on the nature and circumstances of the particular transaction.						
2	Basis of determination of price.	The consideration payable to the Company under the proposed services/ arrangement shall be determined based on the nature, scope and specifications of the relevant infrastructure or construction project, prevailing market and industry rates, rates applicable to comparable infrastructure and construction projects, historical rates for similar transactions with unrelated parties and other relevant commercial parameters, wherever applicable. The pricing and commercial terms shall be appropriately benchmarked to ensure that the transactions are undertaken on an arm's-length basis and on terms not less favourable to the Company than those prevailing in similar transactions with unrelated parties. Where considered appropriate, independent valuation / external benchmarking may also be obtained to validate the pricing and commercial terms.						
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:							
4	a. Amount of Trade advance	No fixed or predetermined amount of trade advance is proposed to be extended by the Company to the Related Parties under the omnibus approval. However, if any trade advance is required to be extended in connection with a specific purchase of goods, availing of services or other eligible transaction, the same shall be determined based on the terms of the relevant contract or arrangement and normal trade practices and shall remain within the overall approved transaction limit and applicable regulatory requirements.						
	b. Tenure	The tenure of any trade advance, if extended, shall be determined in accordance with the terms of the relevant contract or arrangement and normal trade practices and shall ordinarily not exceed 365 days or such other period as may be permissible under applicable laws and normal trade practices. The advance shall be adjusted or settled against the corresponding contractual obligations in accordance with the terms of the relevant arrangement.						
	c. Whether same is self-liquidating?	Any trade advance, if extended, shall, wherever applicable, be self-liquidating and shall ordinarily be adjusted against the corresponding supply of goods, rendering of services or performance of other contractual obligations in accordance with the terms of the relevant contract or arrangement.						

FOR ITEM NO. 10 (For Promoter Directors):

Part A: Details of the related party and transactions with the related party.

A(1) - Basic details of the related party

S. No.	Particulars of the information	Information provided by the management for Mr. S.Nagarajan	Information provided by the management for Mr. C.K.Venkatachalam	Information provided by the management for Mr. S.Anandavadivel	Information provided by the management for Mr. K.V. Prakash
1	Name of the related party	Mr. S.Nagarajan	Mr. C.K.Venkatachalam	Mr. S.Anandavadivel	Mr. K.V. Prakash
2	Country of incorporation of the related party	Not Applicable, since the related party is an individual.	Not Applicable, since the related party is an individual.	Not Applicable, since the related party is an individual.	Not Applicable, since the related party is an individual.
3	Nature of business of the related party:	Mr. S.Nagarajan, is a Promoter and Director of various companies, engaged primarily in infrastructure development and Engineering, Procurement and Construction related projects.	Mr. C.K.Venkatachalam, is a Promoter and Director of various companies, engaged primarily in infrastructure, and, construction related Projects.	Mr. S.Anandavadivel, is a Promoter and Director of various companies and Limited Liability Partnerships (LLP's), engaged primarily in real estate, infrastructure and construction activities.	Mr. K.V. Prakash, is a Promoter and Director of various companies and Limited Liability Partnerships (LLP's), engaged primarily in real estate development, Information Technology and construction activities.

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

S. No.	Particulars of the information	Information provided by the management for Mr. S.Nagarajan	Information provided by the management for Mr. C.K.Venkatachalam	Information provided by the management for Mr. S.Anandavadivel	Information provided by the management for Mr. K.V. Prakash
1	Relationship between the listed entity~~/subsidiary (in case of transaction involving the subsidiary)~~ and the related party - including nature of its concern (financial or otherwise) and the following:	Mr. S. Nagarajan, Executive Chairman and Promoter of the Company.	Mr. C.K. Venkatachalam, Managing Director and Promoter of the company.	Mr. S. Anandavadivel, Joint Managing Director and Promoter of the company.	Mr. K.V. Prakash, Whole Time Director and Promoter of the company.
	Shareholding of the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary),~~ whether direct or indirect, in the related party	Not applicable, since the related parties are individuals.			

S. No.	Particulars of the information	Information provided by the management for Mr. S.Nagarajan	Information provided by the management for Mr. C.K.Venkatachalam	Information provided by the management for Mr. S.Anandavadivel	Information provided by the management for Mr. K.V. Prakash
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~	Not Applicable. The respective Related Parties are individuals, not body corporates having share capital or neither partnership firms nor sole proprietorships concern nor body corporates without share capital. Accordingly, the disclosure relating to capital contribution is not applicable.			
	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 listed entity / subsidiary / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mr. S. Nagarajan holds 89,11,318 equity shares (11.74%) and 40,00,000 convertible warrants in the Company as on 30.06.2026.	Mr. C.K. Venkatachalam holds 45,53,697 shares (6.00%) in the Company as on 30.06.2026 Mr. C.K. Balasubramanian, brother of the related party and promoter of the Company holds 43,84,216 shares (5.78%) as on 30.06.2026 in his individual capacity.	Mr. S. Anandavadivel holds 46,24,297 equity shares (6.09%) and 5,00,000 convertible warrants in the Company as on 30.06.2026. Mr. S. Aravindan, brother of the related party and promoter of the Company holds 46,24,318 equity shares (6.09%) and 5,00,000 convertible warrants as on 30.06.2026 in his individual capacity. Mr. Sanu Raghav, son of the related party and promoter group of the Company, holds 13,820 shares (0.02%) and 10,00,000 convertible warrants as on 30.06.2026 in his individual capacity. Mr. Dhanu Adhav Arvindan, son of Mr. S. Aravindan, promoter group of the Company holds 12,000 shares (0.02%) and 10,00,000 convertible warrants as on 30.06.2026 in his individual capacity. Mr. Vinu Pranav, son of Mr. S. Anandavadivel, promoter group of the Company holds 10,00,000 convertible warrants as on 30.06.2026 in his individual capacity.	Mr. K.V. Prakash, Whole Time Director holds 21,50,914 shares (2.83%) in the Company as on 30.06.2026. Mrs. P Mamatha, spouse of the related party and promoter group of the Company holds 9,91,298 shares (1.31%) as on 30.06.2026 in her individual capacity.

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

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management for Mr. S.Nagarajan</th><th>Information provided by the management for Mr. C.K.Venkatachalam</th><th>Information provided by the management for Mr. S.Anandavadivel</th><th>Information provided by the management for Mr. K.V. Prakash</th></tr>
<tr><td>1</td><td>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.</td><td colspan="4">During the financial year 2025–26, the transactions undertaken with the Related Parties were covered under two separate Related Party Transaction (“RPT”) approval periods, as the Company’s RPT approvals are obtained on an AGM-to-AGM basis, with the Annual General Meeting (“AGM”) being held in September each year.

Accordingly, the transactions undertaken during the period from April 1, 2025 to September 22, 2025 were covered under the omnibus RPT approval granted at the 61st AGM. Thereafter, the transactions undertaken from September 23, 2025 to March 31, 2026 were covered under the omnibus RPT approval obtained at the 62nd AGM.
<table>
<tr><th colspan="6">Transactions during the last financial year 2025-26 (INR in Crores)</th></tr>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Mr. S.Nagarajan</th><th>Mr. C.K.Venkatachalam</th><th>Mr. S.Anandavadivel</th><th>Mr. K.V. Prakash</th></tr>
<tr><td>1</td><td>Consolidated Remuneration</td><td>0.15</td><td>0.15</td><td>0.15</td><td>0.60</td></tr>
<tr><td>2</td><td>Sitting fee</td><td>0.01</td><td>0.01</td><td>0.01</td><td>0.02</td></tr>
<tr><td>3</td><td>Loan availed from Related Party</td><td>1.00</td><td>0.00</td><td>0.00</td><td>0.00</td></tr>
<tr><td>4</td><td>Interest on Loan availed</td><td>0.02</td><td>0.00</td><td>0.00</td><td>0.00</td></tr>
<tr><td>5</td><td>Repayment of Loan along with interest</td><td>1.02</td><td>0.00</td><td>0.00</td><td>0.00</td></tr>
<tr><td>6</td><td>Receipts against Preferential allotment and Conversion of Securities</td><td>11.50</td><td>0.75</td><td>2.00</td><td>0.00</td></tr>
<tr><td></td><td>Total</td><td>13.70</td><td>0.91</td><td>2.16</td><td>0.62</td></tr>
</table></td></tr>
<tr><td>2</td><td>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.</td><td colspan="3">Nil. The Company has not undertaken any transactions with related parties during the current financial year up to the quarter immediately preceding the quarter in which the present approval is sought.</td><td>Consolidated Remuneration of ₹ 0.15 Crores paid up to the quarter ended 30th June 2026.</td></tr>
<tr><td>3</td><td>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.</td><td colspan="4">Nil. There have been no defaults by the Related Parties in respect of any obligation undertaken by them under any transaction or arrangement entered into with the Company during the last financial year. The Company has duly discharged its payment and other obligations in respect of the borrowing arrangements. The position has been considered with reference to the respective borrowing terms and receipts in connection with preferential allotment of convertible warrants and conversion of securities, as applicable.</td></tr>
</table>

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

S. No.	Particulars of the information	Information provided by the management for Mr. S.Nagarajan	Information provided by the management for Mr. C.K.Venkatachalam	Information provided by the management for Mr. S.Anandavadivel	Information provided by the management for Mr. K.V. Prakash
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Yes. The proposed Related Party Transaction(s), together with the transactions undertaken with the Related Parties (M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Trineva Infra Projects Private Limited, and the Promoter-Directors, namely Mr. S. Nagarajan, Mr. C.K. Venkatachalam, Mr. S. Anandavadivel and Mr. K. V. Prakash, either individually or in aggregate) during the current financial year, having an aggregate value not exceeding ₹ 50 Crore (Rupees Fifty Crore only), inclusive of applicable interest and taxes, would constitute a Material Related Party Transaction under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The aggregate proposed value of ₹ 50 Crore represents approximately 52.28% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26. The applicable materiality threshold under Regulation 23(1) of the SEBI LODR Regulations is ₹ 9.56 Crores, being 10% of the Company's annual consolidated turnover of ₹ 95.64 Crores. Accordingly, the proposed transactions, when taken together with the transactions undertaken with the Related Parties during the current financial year, exceed the applicable materiality threshold and would constitute a Material Related Party Transaction. Accordingly, prior approval of the shareholders is required under Regulation 23 of the SEBI LODR Regulations, in addition to the approval of the Audit Committee as required under Regulation 23(2) of the SEBI LODR Regulations.			
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The transaction during previous financial year and current financial year up to the quarter immediately preceding the quarter in which the approval is sought is disclosure in the above table i.e. A(3) under S.no. 1 and 2. respectively)			
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	52.28% The proposed Related Party Transactions with the aforesaid parties (A4: S. No. 1), having an aggregate value not exceeding ₹ 50.00 Crores, represent approximately 52.28% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26.			
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable. The proposed transaction is proposed to be entered into directly between the Company and the proposed related parties as mentioned above. No subsidiary of the Company is a party to the proposed transaction.			

S. No.	Particulars of the information	Information provided by the management for Mr. S.Nagarajan	Information provided by the management for Mr. C.K.Venkatachalam	Information provided by the management for Mr. S.Anandavadivel	Information provided by the management for Mr. K.V. Prakash
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The transaction(s) to be entered into and/or continued with proposed related parties as mentioned above, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only). 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 for the individual related parties Mr. S. Nagarajan, Mr. C.K. Venkatachalam, Mr. S. Anandavadivel and Mr. K.V. Prakash are not available or not applicable.			
6	Financial performance of the related party for the immediately preceding financial year: Explanation: The above information is to be given on standalone basis, if standalone is not available, provide on consolidated basis.	Note: • The transaction(s) to be entered into and/or continued with proposed related parties as mentioned above, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only). • Financial performance for the individual related parties Mr. S. Nagarajan, Mr. C.K. Venkatachalam, Mr. S. Anandavadivel and Mr. K.V. Prakash for the immediately preceding financial year are not available or not applicable.			

A(5) - Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management for Mr. S.Nagarajan	Information provided by the management for Mr. C.K.Venkatachalam	Information provided by the management for Mr. S.Anandavadivel	Information provided by the management for Mr. K.V. Prakash
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	The Company proposes to borrow funds, in one or more tranches including payment of interest thereon, either individually from or in aggregate with the following Related Parties: M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Trineva Infra Projects Private Limited, and the Promoter-Directors, namely Mr. S. Nagarajan, Mr. C.K. Venkatachalam, Mr. S. Anandavadivel and Mr. K. V. Prakash, for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only) inclusive of applicable interest and taxes.			
2	Details of each type of the proposed transaction	The proposed transactions comprise availing of borrowings from Related Parties, in one or more tranches, for the Company's business requirements, working capital requirements, project execution and other lawful corporate purposes. The borrowings may include payment of interest at prevailing bank interest rates and/or the effective yield on Government securities, as applicable.			
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed transaction shall be undertaken during the period commencing from the date of approval of the shareholders at the ensuing Annual General Meeting and ending on the earlier of: (i) the date of the next Annual General Meeting of the Company or (ii) fifteen months from the date of the ensuing Annual General Meeting.			
4	Whether omnibus approval is being sought?	Yes. Omnibus approval is proposed to be obtained from the Audit Committee for an aggregate transaction limit of ₹ 50 Crores, considering the recurring / ongoing nature of the proposed borrowings, business requirements, working capital requirements, project execution and other lawful corporate purposes during the proposed approval period.			

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management for Mr. S.Nagarajan</th><th>Information provided by the management for Mr. C.K.Venkatachalam</th><th>Information provided by the management for Mr. S.Anandavadivel</th><th>Information provided by the management for Mr. K.V. Prakash</th></tr>
<tr><td>5</td><td>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.</td><td colspan="4">The proposed approval period extends across two financial years, i.e., FY 2026–27 and FY 2027–28. The aggregate value of the proposed borrowings during the entire approval period shall not exceed ₹ 50.00 Crores (Rupees Fifty Crores only).

The actual utilisation of the approved limit during each financial year will depend upon the Company's funding requirements, including business requirements, working capital requirements, project execution and other lawful corporate purposes during the respective period.

The estimated financial year-wise break-up of the proposed transaction value is as follows:
<table>
<tr><th>Financial Year</th><th>Period</th><th>Estimated Transaction Value</th></tr>
<tr><td>FY 2026–27</td><td>From the date of approval by the shareholders at the ensuing Annual General Meeting to 31st March, 2027</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>FY 2027–28</td><td>1st April, 2027 to the earlier of (i) the date of the next Annual General Meeting or (ii) fifteen months from the date of the ensuing Annual General Meeting</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>Total</td><td>Entire approval period</td><td>Not exceeding ₹ 50.00 Crore, excluding applicable taxes</td></tr>
</table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="4">The proposed borrowings are intended to support the Company's business, working capital and other funding requirements and to provide financial flexibility for meeting its operational and strategic requirements.

The Company is actively executing and planning infrastructure and construction projects, including sub-contracting and back-to-back orders, which require timely availability of funds to meet project execution and working capital requirements.

The proposed borrowing arrangements with the aforesaid Related Parties will provide the Company with an additional and flexible source of funds, enabling it to meet its financial requirements in a timely manner and optimise its financial resources.

The proposed borrowings are expected to be undertaken on commercially reasonable terms, with the applicable interest rates being determined with reference to prevailing bank interest rates and/or the effective yield on Government securities, as applicable, and subject to review and approval in accordance with the applicable provisions.

Further, to ensure that the proposed Related Party Transactions are in the best interests of the Company and its shareholders:

• the terms of the proposed borrowings, including the applicable interest rate and other commercial terms, shall be reviewed and benchmarked against prevailing market rates and relevant financial benchmarks;

• the Company shall ensure that the proposed borrowings are undertaken in accordance with the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions;

• in respect of borrowings from Promoter-Directors, the Company shall obtain the requisite declarations confirming that the funds advanced are not out of borrowed funds, as required under the applicable provisions governing acceptance of deposits; and

• the transactions shall be subject to appropriate documentation, internal controls and periodic review by the Audit Committee.

The proposed transactions are, therefore, considered to be in the overall interest of the Company, as they will facilitate timely availability of funds, support the Company's ongoing infrastructure and construction activities, meet working capital requirements and provide flexibility to respond to business opportunities and operational requirements.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management for Mr. S.Nagarajan	Information provided by the management for Mr. C.K.Venkatachalam	Information provided by the management for Mr. S.Anandavadivel	Information provided by the management for Mr. K.V. Prakash
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*	As disclosed under table A(2): Relationship and ownership of the related party, the relevant promoter(s), director(s) and/or key managerial personnel of the Company having an interest in the proposed transactions have been identified and disclosed therein. To the best of the knowledge and belief of the management, except for the direct interests specifically disclosed under Table A(2), none of the promoter(s), director(s) or key managerial personnel of the Company has any indirect interest in the proposed transactions through any person over whom such individual has control, as contemplated under the Explanation			
	a. Name of the director / KMP	Mr. S.Nagarajan, Executive Chairman of the Company.	Mr. C.K. Venkatachalam, Managing Director	Mr. S. Anandavadivel, Joint Managing Director of the Company	Mr. K.V. Prakash, Whole Time Director of the Company.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable. Since the related parties are individuals.			
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The proposed transaction(s) to be entered into and/or continued with the aforesaid related parties, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only). These transactions pertain to borrowing arrangements and do not involve any transfer of assets or other transaction for which a valuation report is mandatorily required. Accordingly, no valuation report shall be furnished in respect of these transactions. However, the interest rates, repayment terms, and other commercial conditions shall, where applicable, be benchmarked against prevailing market practices or comparable arrangements to ensure that the borrowing is undertaken on an arm's length basis and is not less favourable to the Company than those prevailing in similar transactions with unrelated parties.			
9	Other information relevant for decision making.	The proposed borrowings are intended to provide the Company with timely access to funds, supporting its business operations, working capital needs, and strategic requirements. These arrangements will enhance financial flexibility, optimise resource utilisation, and strengthen the Company's ability to respond to business opportunities and operational demands. The borrowings shall be undertaken strictly within the approved nature, terms, and aggregate monetary limit of the omnibus approval, and in compliance with applicable laws, the SEBI LODR Regulations, the Companies Act, 2013, and the Company's Policy on Related Party Transactions, ensuring arm's length standards are maintained.			

FOR ITEM NO. 10 (For Companies):

Part A: Details of the related party and transactions with the related party

A(1) - Basic details of the related party

S. No.	Particulars of the information	Information provided by the management for M/s. CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited
1	Name of the related party	M/s CMK Projects Private Limited	M/s. Renaatus Projects Private Limited	M/s. Trineva Infra Projects Private Limited
2	Country of incorporation of the related party	India	India	India
3	Nature of business of the related party: **note:** The nature of business activities of the respective Related Parties has been stated based on the business objects and activities set out in their respective constitutional documents, wherever applicable, and the information available to the Company. The descriptions are intended to provide the Audit Committee and shareholders with an understanding of the nature and scope of business activities relevant to the proposed Related Party Transactions and should not be construed as confirmation that each of the activities described has been undertaken by the respective Related Party.	The Related Party is engaged in activities relating to builders, building contractors, engineering and procurement contractors and to laying out, developing, constructing, building, erecting, demolishing, re-erecting, altering, repairing, remodelling or undertaking any other civil or architectural work in connection with any building or building scheme, roads, highways, docks, ships, sewers, bridges, canals, wells, springs, dams, power plants, wharves, ports, reservoirs, embankments, tramways, railways, irrigation, reclamation, improvement, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works and other structural or architectural works of any kind, including under build, operate and transfer (BOT), build, own, operate and transfer (BOOT) and build, operate, lease and transfer (BOLT) models. The Related Party is also engaged in activities relating to the purchase, acquisition, taking on lease or otherwise dealing with areas, lands, buildings and structures, development of townships, markets and other buildings or conveniences, participation in tenders, joint ventures and memoranda of understanding with Central or State Governments, Government Departments, Municipalities, Local Authorities, Corporations and Co-operative Societies, and equipping the same or any part thereof with amenities or conveniences, including drainage, electrical, telegraphic and other related facilities.	The Related Party is engaged in activities relating to civil, electrical and mechanical engineering, contracting, building, promotion and real estate, including the construction, purchase and sale of buildings of all kinds, including factory buildings, complexes, flats, tenements, apartments and other superstructures. The Related Party is also engaged in the construction, erection and alteration of civil, electrical, structural and mechanical works, including canals, dams, roadworks, bridges, ports, reservoirs and other structural and architectural works of any kind. Its activities further include the business of builders, contractors and dealers in houses, buildings, factories and related building materials, tools, implements and machinery.	The Related Party is engaged in activities relating to the business of buying, developing and selling of plots, civil engineering works and construction of residential premises, including apartments, individual houses, villas, duplex houses, dwelling houses, row houses and other properties of any description and also altering, demolishing, constructing, repairing, re-constructing, re-building, destructing the above described properties. The Related Party is also engaged in the business of constructing, building, developing, maintaining, operating, owning and transferring infrastructure facilities, including housing, roads, highways, flyovers, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland waterways and inland ports, water treatment systems, sea water desalination plants, reverse osmosis systems, underground drainage systems, solid waste management systems, tertiary treatment plants, sanitation and sewage systems and other public facilities of a similar nature. Its activities also include projects for the generation and/or distribution of electricity or any other form of power and telecommunication services and dealing with the same in any manner whatsoever in India or elsewhere in the world.

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

S. No.	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited
1	Relationship between the listed entity/~~subsidiary (in case of transaction involving the subsidiary)~~ and the related party - including nature of its concern (financial or otherwise) and the following:	Mr. C.K. Venkatachalam, Managing Director of the Company, is a Director and shareholder of M/s. CMK Projects Private Limited. Further, Mr. C.K. Balasubramanian, Promoter of the Company, is also a shareholder of M/s. CMK Projects Private Limited. Accordingly, M/s. CMK Projects Private Limited is a Related Party of the Company by virtue of the common directorship and shareholding interests of the aforesaid Promoter / Director.	Mr. C.K. Venkatachalam, Managing Director of the Company, is related to Ms. Padmini Sundaram, who is his sister and is accordingly included in the Promoter Group of the Company. Ms. Padmini Sundaram is also a Director and shareholder of M/s. Renaatus Projects Private Limited. Accordingly, M/s. Renaatus Projects Private Limited is a Related Party of the Company by virtue of the relationship of Ms. Padmini Sundaram with Mr. C.K. Venkatachalam and the resultant common Promoter Group linkage between the Company and the said Related Party.	Mr. C.K. Venkatachalam, Managing Director of the Company, and his relative, Mr. Pranav Harsan Venkatachalam, are shareholders of M/s. Trineva Infra Projects Private Limited. Further, Mr. S. Anandavadivel, Joint Managing Director of the Company, and Mr. S. Aravindan, Promoter of the Company, are also shareholders of M/s. Trineva Infra Projects Private Limited. Accordingly, M/s. Trineva Infra Projects Private Limited is a Related Party of the Company by virtue of the shareholding interests of the aforesaid Director, Promoter and their relative.
	Shareholding of the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary),~~ whether direct or indirect, in the related party	NIL, The Company and its subsidiaries do not hold any direct or indirect shareholding in the respective Related Parties		
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~	Not Applicable. The respective Related Parties are body corporates having share capital and are neither partnership firms nor sole proprietorships concern nor body corporates without share capital. Accordingly, the disclosure relating to capital contribution is not applicable. The Company and its subsidiaries have not made any capital contribution to the respective Related Parties.		

S. No.	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited
	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 listed entity / subsidiary / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	M/s. CMK Projects Private Limited ("CMK") does not hold any direct equity shareholding in the Company. However, CMK holds Convertible Warrants which are convertible into equity shares of the Company. Further, CMK has a common promoter/director linkage with the Company through Mr. C.K. Venkatachalam and Mr. C.K. Balasubramanian. Accordingly, the relationship between CMK and the Company is by virtue of the aforesaid common promoter/director linkage, and not by way of any direct equity shareholding presently held by CMK in the Company.	M/s. Renaatus Projects Private Limited does not hold any direct shareholding in the Company. However, the Related Party is connected with the Company through Ms. Padmini Sundaram, who is a Director and shareholder of the Related Party and is the sister of Mr. C.K. Venkatachalam, Managing Director of the Company, and is accordingly included in the Promoter Group of the Company. The relationship with the Company is therefore by virtue of the aforesaid relationship and Promoter Group linkage and not by way of any direct shareholding held by the Related Party in the Company.	M/s. Trineva Infra Projects Private Limited holds 11.74% of the equity share capital of the Company as on June 30, 2026, and is accordingly part of the Promoter of the Company.

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

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th></tr>
<tr><td>1</td><td>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.

conditions of the respective approvals.</td><td colspan="3">During the financial year 2025–26, the transactions undertaken with the Related Parties were covered under two separate Related Party Transaction ("RPT") approval periods, as the Company's RPT approvals are obtained on an AGM-to-AGM basis, with the Annual General Meeting ("AGM") being held in September each year.

Accordingly, the transactions undertaken during the period from April 1, 2025 to September 22, 2025 were covered under the omnibus RPT approval granted at the 61st AGM. Thereafter, the transactions undertaken from September 23, 2025 to March 31, 2026 were covered under the omnibus RPT approval obtained at the 62nd AGM.

The aforesaid omnibus approvals covered the identified Related Parties, either individually or in aggregate, subject to the overall approved limits and the applicable terms and conditions of the respective approvals.

Transactions during the last financial year 2025-26 (INR in Crores)
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>CMK Projects Private Limited</th><th>Renaatus Projects Private Limited</th><th>Trineva Infra Projects Private Limited</th></tr>
<tr><td>1</td><td>Purchase of Materials</td><td>6.11</td><td>0.00</td><td>0.00</td></tr>
<tr><td>2</td><td>Receipt of Services</td><td>0.78</td><td>0.19</td><td>0.58</td></tr>
<tr><td>3</td><td>Supply/Sale of services</td><td>57.74</td><td>1.88</td><td>10.34</td></tr>
<tr><td>4</td><td>Interest on Deposits</td><td>0.04</td><td>0.07</td><td>0.10</td></tr>
<tr><td>5</td><td>Receipts against Preferential allotment convertible warrants and conversion of securities</td><td>10.00</td><td>0.00</td><td>1.50</td></tr>
<tr><td></td><td>Total</td><td>74.67</td><td>2.14</td><td>12.52</td></tr>
</table></td></tr>
<tr><td>2</td><td>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.</td><td>Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 1,04,712 for the QTR ended June 30, 2026.</td><td>Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 1,71,404 for the QTR ended June 30, 2026.</td><td>Interest income accrued on the Security Deposit for Sourcing Orders amounting to ₹ 2,58,957 for the QTR ended June 30, 2026.</td></tr>
<tr><td>3</td><td>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.</td><td colspan="3">Nil. There have been no defaults by the respective Related Party in respect of any obligation undertaken by it under any transaction or arrangement entered into with the Company during the last financial year. The position has been considered with reference to the respective contractual terms and obligations applicable to the transactions undertaken during the said period, including purchase of materials, receipt of services, supply/sale of services, interest accrued on deposits and receipts in connection with preferential allotment of convertible warrants and conversion of securities, as applicable.</td></tr>
</table>

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

S. No.	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Yes. The proposed Related Party Transaction(s), together with the transactions undertaken with the Related Parties (M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Trineva Infra Projects Private Limited, and the Promoter-Directors, namely Mr. S. Nagarajan, Mr. C.K. Venkatachalam, Mr. S. Anandavadivel and Mr. K. V. Prakash, either individually or in aggregate) during the current financial year, having an aggregate value not exceeding ₹ 50 Crore (Rupees Fifty Crore only), inclusive of applicable interest and taxes, would constitute a Material Related Party Transaction under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The aggregate proposed value of ₹ 50 Crore represents approximately 52.28% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26. The applicable materiality threshold under Regulation 23(1) of the SEBI LODR Regulations is ₹ 9.56 Crores, being 10% of the Company's annual consolidated turnover of ₹ 95.64 Crores. Accordingly, the proposed transactions, when taken together with the transactions undertaken with the Related Parties during the current financial year, exceed the applicable materiality threshold and would constitute a Material Related Party Transaction. Accordingly, prior approval of the shareholders is required under Regulation 23 of the SEBI LODR Regulations, in addition to the approval of the Audit Committee as required under Regulation 23(2) of the SEBI LODR Regulations.		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The transaction during previous financial year and current financial year up to the quarter immediately preceding the quarter in which the approval is sought is disclosure in the above table i.e. A(3) under S.no. 1 and 2. respectively)		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	52.28% The proposed Related Party Transactions with the aforesaid parties (A4: S. No. 1), having an aggregate value not exceeding ₹ 50.00 Crores, represent approximately 52.28% of the Company's audited consolidated turnover of ₹ 95.64 Crores for the financial year 2025–26.		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable. The proposed transaction is proposed to be entered into directly between the Company and the proposed related parties as mentioned above. No subsidiary of the Company is a party to the proposed transaction.		

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th></tr>
<tr><td>5</td><td>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.</td><td colspan="3">
The transaction(s) to be entered into and/or continued with proposed related parties as mentioned above, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only).
The audited financial statements of M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited and M/s. Trineva Infra Projects Private Limited for the financial year 2025–26 are not available as on the date of this disclosure. Accordingly, for the purpose of determining the value of the proposed transactions as a percentage of the Related Party's turnover, the calculation has been made based on the turnover for the financial year 2024–25, being the latest completed financial year for which the relevant financial information is available.
<table>
<tr><th>Particulars</th><th>M/s CMK Projects Private Limited</th><th>M/s. Renaatus Projects Private Limited</th><th>M/s. Trineva Infra Projects Private Limited</th></tr>
<tr><td>Financial Year</td><td>2024–25</td><td>2024–25</td><td>2024–25</td></tr>
<tr><td>Type/Basis of Financials</td><td>Standalone</td><td>Consolidated</td><td>Standalone</td></tr>
<tr><td>Turnover of the Company (in Crores)</td><td>514.03</td><td>503.48</td><td>231.14</td></tr>
<tr><td>% of the turnover for the proposed 50 Cr. RPT transaction (Rounded off)</td><td>9.73%</td><td>10.04%</td><td>21.63%</td></tr>
</table>
</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanation: The above information is to be given on standalone basis, if standalone is not available, provide on consolidated basis.</td><td colspan="3">
Note:

The transaction(s) to be entered into and/or continued with proposed related parties as mentioned above, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only).
The audited financial statements of M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited and M/s. Trineva Infra Projects Private Limited for the financial year 2025–26 are not available as on the date of this disclosure. Accordingly, for the purpose of determining the Net Worth of the aforesaid Related Parties, the calculation has been made based on the financial year 2024–25, being the latest completed financial year for which the relevant standalone financial information is available.

<table>
<tr><th>Particulars</th><th>M/s CMK Projects Private Limited</th><th>M/s. Renaatus Projects Private Limited</th><th>M/s. Trineva Infra Projects Private Limited</th></tr>
<tr><td>Financial Year</td><td>2024–25</td><td>2024–25</td><td>2024–25</td></tr>
<tr><td>Type/Basis of Financials</td><td>Standalone</td><td>Standalone</td><td>Standalone</td></tr>
<tr><td colspan="4">Amount (in Crores)</td></tr>
<tr><td>Net worth</td><td>174.85</td><td>167.05</td><td>153.28</td></tr>
<tr><td>Turnover</td><td>514.03</td><td>498.15</td><td>231.14</td></tr>
<tr><td>Profit/Loss for the period</td><td>27.54</td><td>7.29</td><td>13.51</td></tr>
</table>
</td></tr>
</table>

A(5) - Basic details of the proposed transaction

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th><th>Information provided by the management for M/s. Trineva Infra Projects Private Limited</th></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="3">The Company proposes to borrow funds, in one or more tranches including payment of interest thereon, either individually from or in aggregate with the following Related Parties: M/s. CMK Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Trineva Infra Projects Private Limited, and the Promoter-Directors, namely Mr. S. Nagarajan, Mr. C.K. Venkatachalam, Mr. S. Anandavadivel and Mr. K. V. Prakash, for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only) inclusive of applicable interest and taxes.</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td colspan="3">The proposed transactions comprise availing of borrowings from Related Parties, in one or more tranches, for the Company's business requirements, working capital requirements, project execution and other lawful corporate purposes. The borrowings may include payment of interest at prevailing bank interest rates and/or the effective yield on Government securities, as applicable.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="3">The proposed transaction shall be undertaken during the period commencing from the date of approval of the shareholders at the ensuing Annual General Meeting and ending on the earlier of:
(i) the date of the next Annual General Meeting of the Company or
(ii) fifteen months from the date of the ensuing Annual General Meeting.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td colspan="3">Yes.
Omnibus approval is proposed to be obtained from the Audit Committee for an aggregate transaction limit of ₹ 50 Crores, considering the recurring / ongoing nature of the proposed borrowings, business requirements, working capital requirements, project execution and other lawful corporate purposes during the proposed approval period.</td></tr>
<tr><td>5</td><td>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.</td><td colspan="3">The proposed approval period extends across two financial years, i.e., FY 2026–27 and FY 2027–28. The aggregate value of the proposed borrowings during the entire approval period shall not exceed ₹ 50.00 Crores (Rupees Fifty Crores only).
The actual utilisation of the approved limit during each financial year will depend upon the Company's funding requirements, including business requirements, working capital requirements, project execution and other lawful corporate purposes during the respective period.
The estimated financial year-wise break-up of the proposed transaction value is as follows:
<table>
<tr><th>Financial Year</th><th>Period</th><th>Estimated Transaction Value</th></tr>
<tr><td>FY 2026–27</td><td>From the date of approval by the shareholders at the ensuing Annual General Meeting to 31st March, 2027</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>FY 2027–28</td><td>1st April, 2027 to the earlier of (i) the date of the next Annual General Meeting or (ii) fifteen months from the date of the ensuing Annual General Meeting</td><td>To be utilised based on actual business requirements</td></tr>
<tr><td>Total</td><td>Entire approval period</td><td>Not exceeding ₹ 50.00 Crore, excluding applicable taxes</td></tr>
</table></td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed borrowings are intended to support the Company's business, working capital and other funding requirements and to provide financial flexibility for meeting its operational and strategic requirements. The Company is actively executing and planning infrastructure and construction projects, including sub-contracting and back-to-back orders, which require timely availability of funds to meet project execution and working capital requirements. The proposed borrowing arrangements with the aforesaid Related Parties will provide the Company with an additional and flexible source of funds, enabling it to meet its financial requirements in a timely manner and optimise its financial resources. The proposed borrowings are expected to be undertaken on commercially reasonable terms, with the applicable interest rates being determined with reference to prevailing bank interest rates and/or the effective yield on Government securities, as applicable, and subject to review and approval in accordance with the applicable provisions. Further, to ensure that the proposed Related Party Transactions are in the best interests of the Company and its shareholders: • the terms of the proposed borrowings, including the applicable interest rate and other commercial terms, shall be reviewed and benchmarked against prevailing market rates and relevant financial benchmarks; • the Company shall ensure that the proposed borrowings are undertaken in accordance with the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions; • in respect of borrowings from Promoter-Directors, the Company shall obtain the requisite declarations confirming that the funds advanced are not out of borrowed funds, as required under the applicable provisions governing acceptance of deposits; and • the transactions shall be subject to appropriate documentation, internal controls and periodic review by the Audit Committee. The proposed transactions are, therefore, considered to be in the overall interest of the Company, as they will facilitate timely availability of funds, support the Company's ongoing infrastructure and construction activities, meet working capital requirements and provide flexibility to respond to business opportunities and operational requirements.		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*	As disclosed under table A(2): Relationship and ownership of the related party, the relevant promoter(s), director(s) and/or key managerial personnel of the Company having an interest in the proposed transactions have been identified and disclosed therein. To the best of the knowledge and belief of the management, except for the direct interests specifically disclosed under Table A(2), none of the promoter(s), director(s) or key managerial personnel of the Company has any indirect interest in the proposed transactions through any person over whom such individual has control, as contemplated under the Explanation.		

S. No.	Particulars of the information	Information provided by the management for M/s CMK Projects Private Limited	Information provided by the management for M/s. Renaatus Projects Private Limited	Information provided by the management for M/s. Trineva Infra Projects Private Limited
	a. Name of the director / KMP	Mr. C.K. Venkatachalam, Managing Director of the Company.	Mr. C.K. Venkatachalam, Managing Director	Mr. C.K. Venkatachalam, Managing Director and Mr. S. Anandavadivel, Joint Managing Director of the Company
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. C.K. Venkatachalam holds 9,00,000 shares equity shares, representing 13.43% of the total share capital of M/s CMK Projects Private Limited.	Nil. Mr. C.K. Venkatachalam does not hold any direct shareholding in M/s. Renaatus Projects Private Limited. However, he has an indirect interest through his relationship with Ms. Padmini Sundaram, Director and shareholder of M/s. Renaatus Projects Private Limited.	Mr. C.K. Venkatachalam holds 11,55,000 equity shares, representing 23.10% of the total share capital of M/s. Trineva Infra Projects Private Limited. Mr. S. Anandavadivel holds 10,45,000 equity shares, representing 20.90% of the total share capital of M/s. Trineva Infra Projects Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The proposed transaction(s) to be entered into and/or continued with the aforesaid related parties, either individually or in aggregate, comprise Material Related Party Transactions for an aggregate value not exceeding ₹ 50 Crores (Rupees Fifty Crores only). These transactions pertain to borrowing arrangements and do not involve any transfer of assets or other transaction for which a valuation report is mandatorily required. Accordingly, no valuation report shall be furnished in respect of these transactions. However, the interest rates, repayment terms, and other commercial conditions shall, where applicable, be benchmarked against prevailing market practices or comparable arrangements to ensure that the borrowing is undertaken on an arm's length basis and is not less favourable to the Company than those prevailing in similar transactions with unrelated parties.		
9	Other information relevant for decision making.	The proposed borrowings are intended to provide the Company with timely access to funds, supporting its business operations, working capital needs, and strategic requirements. These arrangements will enhance financial flexibility, optimise resource utilisation, and strengthen the Company's ability to respond to business opportunities and operational demands. The borrowings shall be undertaken strictly within the approved nature, terms, and aggregate monetary limit of the omnibus approval, and in compliance with applicable laws, the SEBI LODR Regulations, the Companies Act, 2013, and the Company's Policy on Related Party Transactions, ensuring arm'slength standards are maintained.		

FOR ITEM NO. 10 (For Promoter Directors and Companies)

Part B: Information for specific type of RPT proposed to be undertaken and is in addition to Part A.

B(5) - Borrowings by the listed entity or its subsidiary

<table>
<tr><th rowspan="2">S. No.</th><th rowspan="2">Particulars of the information</th><th>Information provided by the management for Mr. S.Nagarajan</th><th>Information provided by the management for Mr. C.K.Venkatachalam</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th></tr>
<tr><th>Information provided by the management for Mr. S.Anandavadivel</th><th>Information provided by the management for Mr. K.V. Prakash</th><th colspan="2">Information provided by the management for M/s. Trineva Infra Projects Private Limited</th></tr>
<tr><td>1</td><td>Material covenants of the proposed transaction</td><td colspan="4">The borrowings shall be availed on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties from time to time, subject to the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions.</td></tr>
<tr><td>2</td><td>Interest rate (in terms of numerical value or base rate and applicable spread)</td><td colspan="4">Interest shall be payable at prevailing bank interest rates and/or the effective yield on Government securities, as applicable, as may be mutually agreed at the time of availing each tranche of borrowing</td></tr>
<tr><td>3</td><td>Cost of borrowing
Note: This shall include all costs associated with the borrowing</td><td colspan="4">No processing fee, arrangement fee or other ancillary charges are contemplated, the borrowings being from Related Parties. The cost shall accordingly comprise only the interest cost as set out at S. No. 2 above.</td></tr>
<tr><td>4</td><td>Maturity / due date</td><td colspan="4">The borrowings may be availed in one or more tranches during the period commencing from the date of shareholders' approval at the ensuing Annual General Meeting and ending on the earlier of:
(i) the date of the next Annual General Meeting, or
(ii) fifteen months from the date of the ensuing Annual General Meeting. The maturity/due date of each tranche shall be as mutually agreed between the Company and the respective Related Party at the time of availing such borrowing.
The repayment date shall be as agreed between parties but within the aggregate limit of 50 crores including interest as proposed.</td></tr>
<tr><td>5</td><td>Repayment schedule & terms</td><td colspan="4">To be mutually agreed between the Company and the respective Related Party at the time of availing each tranche of borrowing, having regard to the Company's cash flows and project execution requirements.</td></tr>
<tr><td>6</td><td>Whether secured or unsecured</td><td colspan="4">The proposed borrowings are unsecured in nature.</td></tr>
<tr><td>7</td><td>If secured, the nature of security & security coverage ratio</td><td colspan="4">Not applicable, as the proposed borrowings are unsecured.</td></tr>
<tr><td>8</td><td>The purpose for which the funds will be utilized by the listed entity / subsidiary</td><td colspan="4">The funds shall be utilised by the Company for its business, working capital, project execution and other lawful corporate purposes, including payment of interest — specifically to support the Company's ongoing and planned infrastructure and construction projects, including sub-contracting and back-to-back orders, and to provide financial flexibility for meeting operational and strategic requirements.</td></tr>
</table>

FOR ITEM NO. 10 (For Promoter Directors and Companies)

Part C: Information to be provided for specific type of RPT proposed to be undertaken is a material RPT and is in addition to Part A and B.

C(4) - Borrowings by the listed entity or its subsidiary

<table>
<tr><th rowspan="2">S. No.</th><th rowspan="2">Particulars of the information</th><th>Information provided by the management for Mr. S.Nagarajan</th><th>Information provided by the management for Mr. C.K.Venkatachalam</th><th>Information provided by the management for M/s CMK Projects Private Limited</th><th>Information provided by the management for M/s. Renaatus Projects Private Limited</th></tr>
<tr><th>Information provided by the management for Mr. S.Anandavadivel</th><th>Information provided by the management for Mr. K.V. Prakash</th><th colspan="2">Information provided by the management for M/s. Trineva Infra Projects Private Limited</th></tr>
<tr><td rowspan="3">1</td><td>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.</td><td colspan="4"></td></tr>
<tr><td>a. Before transaction</td><td colspan="4">Debt to Equity Ratio of the listed entity 0.11 based on last audited financial statements (FY 2025 -26)</td></tr>
<tr><td>b. After transaction</td><td colspan="4">Debt to Equity Ratio of the listed entity after the borrowing is 0.21 based on last audited financial statements (FY 2025 -26)</td></tr>
<tr><td rowspan="3">2</td><td>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.</td><td colspan="4"></td></tr>
<tr><td>a. Before transaction</td><td colspan="4">Debt Service Coverage Ratio of the listed entity 0.41 based on last audited financial statements (FY 2025 -26)</td></tr>
<tr><td>b. After transaction</td><td colspan="4">Debt Service Coverage Ratio of the listed entity after the borrowing is 0.14 based on last audited financial statements (FY 2025 -26)</td></tr>
</table>

Note:

1. The above post-transaction Debt-to-Equity Ratio of **0.21** represents the estimated ratio assuming full utilisation of the aggregate borrowing limit of ₹ 50 Crores. Since the proposed borrowing is being sought on an omnibus basis, the actual amount availed from respective / all the related parties may vary and may not necessarily result in full utilisation of the approved limit. Accordingly, the actual Debt-to-Equity Ratio following each borrowing transaction may differ from the above estimated ratio.
2. The above post-transaction Debt Service Coverage Ratio of **0.14** represents the estimated ratio assuming full utilisation of the aggregate borrowing limit of ₹ 50 Crores. Since the proposed borrowing is being sought on an omnibus basis, the actual amount availed from respective / all the related parties may vary and may not necessarily result in full utilisation of the approved limit. Accordingly, the actual Debt Service Coverage Ratio following each borrowing transaction may differ from the above estimated ratio.

E-Voting Procedure

Voting through electronic means:

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

The remote e-voting period begins on Saturday, 19th September, 2026 at 9:00 A.M. and ends on Monday, 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) i.e. 15th September 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.

General Guidelines for shareholders

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 customerservices@lsa-india.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 Ms. Prajakta Pawle – Assistant Manager at 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 sectl@wsigroup.in
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 sectl@wsigroup.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/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 EGM/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 Laptops 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. **Option to Pose Questions:**

   In terms of MCA General Circular No. 14/2020, shareholders are provided the facility to either pose questions during the Annual General Meeting (AGM) or submit their questions in advance. The Circular mandates that a company may provide any one of these options. The Company has decided to provide the facility for shareholders to submit their questions in advance.

   Shareholders who wish to submit questions may do so at least seven (7) days before the meeting, i.e., on or before 15th September 2026, by sending their queries along with their name, DP ID and Client ID or folio number, email ID, and mobile number to sectl@wsigroup.in

   The Company will suitably address all such questions during the AGM. Shareholders are encouraged to submit their queries in advance to facilitate proper and informed responses at the meeting.

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