

KSH International Limited

[Formerly known as KSH International Private Limited]



INTERNATIONAL

June 05, 2026

The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

BSE Scrip Code: **544664**

NSE Symbol: **KSHINTL**

Sub.: Intimation of Notice of Postal Ballot.

Ref.: Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/Madam,

Pursuant to the above-referred Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice along with the explanatory statement (“Notice”), for seeking approval of the Members through electronic voting (remote e-voting) on the following resolution:

Sr. No.	Type of Resolution	Particulars
1	Special Resolution	To Ratify KSH Employee Stock Option Scheme 2025.

The notice is being sent only through electronic means to the members whose name appears on the Register of Members/ list of Beneficial Owners maintained by Depositories/ Registrar and Share Transfer Agent of the Company, as on cut-off date being Friday, May 29, 2026.

The Company has appointed MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (“Insta Vote”), to provide e-voting services to all the Members.

The e-voting period will commence on Saturday, June 06, 2026, at 9.00 am (IST) and will end on Sunday, July 05, 2026, at 5.00 pm (IST). Voting rights of the members shall be in proportion to the Shares held by them in the paid-up Equity Share Capital of the Company as on the cut-off date, i.e., Friday, May 29, 2026. Please note that the Communication of Assent (FOR) or dissent (AGIANST) of the members will only take place through the remote e-voting. The detailed procedure for remote evoting is provided in the ‘Notes’ section of the Notice.

The said notice is also being made available on the website of the Company at <https://kshinternational.com/general-meeting-postal-ballot/> on the website MUFG Intime India Private Limited at <https://instavote.linkintime.co.in/>.

You are requested to take this intimation on record.

Thanking you,
For KSH International Limited

Nakul Shivaji Patil
Company Secretary and Compliance Officer
Membership No.: A39990

Encl.: As above.

KSH International Limited

(Formerly, KSH International Private Limited)

CIN: L28129PN1979PLC141032

Registered office: 11/3, 11/4 and 11/5 Village Birdewadi, Chakan Taluka – Khed, Pune – 410 501,
Maharashtra, India.

Tel: 020- 27706400 || Email Id: cs.connect@kshinternational.com || Website:
www.kshinternational.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies
(Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of KSH International Limited (“**the Company**”) by means of Postal Ballot, by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 (“**the Act**”), read with rules Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; and 20/2020 dated May 5, 2020 read with other relevant circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), read with Securities and Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and (“**SEBI Circulars**”) pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars, SEBI (SBEB & SE) Regulations, Listing Regulations, the Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form.

An explanatory statement, pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, SEBI (SBEB & SE) Regulations, Listing Regulations and SEBI Circulars, setting out the material facts concerning the said resolution and the reasons thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms an integral part of this Notice relating to the resolution proposed in this Notice and information as required under the Listing Regulations and SEBI Circulars issued thereunder is also attached.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members and no physical ballot forms will be accepted. If your e mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mrs. Ashwini Mohit Inamdar (Membership No. **F9409**) or failing her, Mr. Atul Mehta (Membership No. **F5782**), Partner, M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged MUFG Intime India Private Limited, the R&T Agent of the Company ("**MUFG Intime**"), as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	9.00 a.m. (IST) on Saturday, June 06, 2026
End of e-voting:	5.00 p.m. (IST) on Sunday, July 05, 2026

Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolutions not later than 05:00 p.m. (IST) on Sunday, July 05, 2026 (the last day to cast vote electronically).

The Scrutinizer will submit Scrutinizer's report, after the completion of scrutiny of e-voting, to the Chairman of the Company or any other person authorised by him who shall countersign the same. The results of e-voting will be announced on or before July 07, 2026, and will be displayed on the Company's website at <https://kshinternational.com/investor-relations/> and the website of MUFG Intime at <https://instavote.linkintime.co.in/>. The results will simultaneously be submitted to the Stock Exchanges, where the equity shares of the Company are listed, within a period of 2 working days from conclusion of e-voting and will also be displayed at the Registered Office of the Company.

The resolutions if passed by requisite majority, to qualify & passed as a special resolution, shall be deemed to have been passed on Sunday, July 05, 2026, i.e. the last date specified for e-voting.

SPECIAL BUSINESS:

1. TO RATIFY KSH EMPLOYEE STOCK OPTION SCHEME 2025.

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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the "Applicable Laws"), the Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to Board of

Directors (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI (SBEB & SE) Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to approve the ratification of “KSH Employee Stock Option Scheme 2025 (hereinafter referred as the “KSH ESOP 2025” or “Scheme”)” as approved by the shareholders of the Company in their Meeting held on May 06, 2025, subsequent to the Initial Public Offering (IPO) of Shares of the Company, and to create, grant (including options already granted), offer, issue including their reissue and allot, in one or more tranches, Employee Stock Options (“Options”), at any time or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company, whether whole time or otherwise but excluding the Independent Directors and Promoters and members of Promoter Group of the Company, options exercisable into not more than 17,04,546 Equity Shares of face value of Re. 5/- each (“Shares”) of the Company, at such price and on such terms and conditions, as may be fixed or determined by the Board in accordance with the provisions of the Applicable laws or guidelines issued by the relevant Authority and the provisions of the KSH ESOP 2025.

RESOLVED FURTHER THAT the proposed ratification to KSH ESOP 2025 is not prejudicial to the interests of the current option holders.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations and any other applicable law and regulations to the extent relevant and applicable to the KSH ESOP 2025.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to facilitate the allotment of the Shares under KSH ESOP 2025 upon exercise of vested options from time to time in accordance with KSH ESOP 2025 and the Shares so allotted shall rank pari-passu in all respects with the existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organization, requisite adjustments (which may include adjustments to the number of options and/or Exercise Price under the KSH ESOP 2025 shall be appropriately made, in a fair and reasonable manner, in accordance with the KSH ESOP 2025 and Applicable Laws.

RESOLVED FURTHER THAT if the Equity Shares of the Company are either sub-divided or consolidated, the number of Equity Shares arising out of and/or the price of acquisition payable by the employees under the KSH ESOP 2025 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application for the capital addition to the depositories and requisite approvals from the recognized stock exchanges for listing and trading of equity shares allotted under KSH ESOP 2025 in terms of the SEBI (SBEB & SE) Regulations and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the KSH ESOP 2025 shall be administered by the Nomination and Remuneration Committee ("Committee") of the Company who shall have all necessary powers as defined in the KSH ESOP 2025 and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised at any time to implement, modify, change, vary, alter, amend, ratify, suspend or terminate the KSH ESOP 2025 subject to compliance with the applicable provisions of the Companies Act, 2013, SEBI (SBE & SE) Regulations and other Applicable Laws and to do all such acts, deeds, matters and things as it may deems fit for such purpose including but not limited to appoint advisors, consultants or representatives, being incidental for the effective implementation and administration of the KSH ESOP 2025, and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such implementation, modification, change, variation, alteration, amendment, ratification, suspension or termination of KSH ESOP 2025 and do all other things incidental and ancillary thereof in accordance with the KSH ESOP 2025 and compliance with Applicable Laws.

RESOLVED FURTHER THAT Mr. Kushal Hegde, Chairman & Executive Director (DIN:00135070), Mr. Rajesh Hegde, Managing Director (DIN: 00114193) and Mr. Rohit Hegde, Non-Executive Director (DIN: 00134926), Mr. Nakul Shivaji Patil, Company Secretary and Compliance Officer of the Company and any other officer of the Company authorised by them be and are hereby severally authorised to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution."

For KSH International Limited
Registered Office:

*11/3, 11/4 & 11/5, Village Birdewadi, Chakan
Taluka-Khed, Pune, Pune, Maharashtra, India,
410501*

Date: May 25, 2026

Place: Pune

By Order of the Board of Directors,



Nakul Shivaji Patil
Company Secretary and Compliance Officer
Membership No. A-39990

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Act and SS-2, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice ('**Notice**') is annexed to this Notice.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, May 29, 2026, as received from NSDL and Central Depository Services (India) Limited (collectively referred to as "Depositories"). In compliance with MCA Circulars and SEBI Circulars, the Notice is being sent to Members, only in electronic form, at each of their e-mail addresses, registered with their respective Depository Participants (in case of electronic shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to verify / update their e-mail addresses and mobile number with their respective Depository Participants. Members can temporarily update their email address and mobile number with Company's Registrar to an Issue and Share Transfer Agent ("RTA") – M/s MUFG Intime India Private Limited ("**MUFG Intime**"), by visiting the link: <https://in.mpms.mufig.com/>. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the '**Notes**' to this Notice.
3. The Notice is also available on the website of the Company at <https://kshinternational.com/investor-relations/> and on the website of stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of the M/s MUFG Intime India Private Limited ("MUFG") i.e. <https://instavote.linkintime.co.in/>.
4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules and Regulation 44 of Listing Regulations, and in accordance with MCA Circulars and SEBI Circulars, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime to provide e-voting facility to its members. The instructions for e-voting are provided hereunder as a part of Notes to this Notice.
5. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, May 29, 2026 ("**Cut Off date**"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
6. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to cs.connect@kshinternational.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - a) Commencement of e-voting: Saturday, June 06, 2026, at 09:00 am (I.S.T.). End of e-voting: Sunday, July 05, 2026, at 05:00 pm (I.S.T.) (both days inclusive).
 - b) The facility for voting through electronic means will be disabled for voting by MUFG Intime upon expiry of the aforesaid voting period.
8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate

and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to ashwini.i@mehta-mehta.com with a copy marked to cs.connect@kshinternational.com.

9. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as per below:
 - a) Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The formats can be downloaded from RTA's website at <https://in.mpms.mufg.com/> or from the Company's website at <https://kshinternational.com/>.
 - b) Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.
10. **Due diligence:** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
11. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. THE INSTRUCTIONS TO THE MEMBERS FOR E-VOTING:

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

13.1. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

A. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

➤ METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.

- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

➤ **METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

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

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



➤ **METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

➤ **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, users will be able to see e-voting options. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

➤ **METHOD 2 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, users will be able to see e-voting options. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

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

C. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

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

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, users will be redirected to NSDL / CDSL Depository website after successful authentication, wherein users can see e-voting features.

- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

13.2. LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN **PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

➤ **Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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

➤ **Shareholders not registered for INSTAVOTE facility:**

Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

5. Set the password of your choice.
6. (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
7. Enter Image Verification (CAPTCHA) Code.
8. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer to the Resolution description and cast your vote by selecting your desired option, ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorizing its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

13.3. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CUSTODIAN / CORPORATE BODY/ MUTUAL FUND”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) are sent to Primary contact person’s email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.
NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

➤ METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
- d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- e) Enter “16-digit Demat Account No.”.
- f) Refer to the Resolution description and cast your vote by selecting your desired option, ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

➤ METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.

- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: *Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.*

13.4. **HELPDESK:**

I. Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

II. Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

13.5. **FORGOT PASSWORD:**

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).

- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

13.6. General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 and Section 110 of the Act and SEBI Listing Regulations)

ITEM NO 1: TO RATIFY KSH EMPLOYEE STOCK OPTION SCHEME 2025.

KSH International Limited (“**Company**”) values employees who are committed to building a successful organization and in order to incentivize, induce, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company.

The “KSH Employee Stock Option Scheme 2025 (“KSH ESOP 2025” or “Scheme”) was adopted in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE Regulations)**”), pursuant to the resolutions passed by the Board of Directors and Members at their respective meetings held on May 06, 2025, prior to the listing of Equity Shares of the Company on BSE Limited and National Stock Exchange of India Limited, (“the Stock Exchanges”) respectively.

In terms of Regulation 12(1) of the SEBI (SBEB & SE) Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its Members after the listing of the shares of the Company.

Particulars as required under Regulation 6(2) of the SEBI (SBEB & SE) Regulations read with Part C of Schedule I of these Regulations are given below:

Particulars	Details												
Brief description of the scheme(s)	<p>The Employee Stock Option Scheme shall be called as ‘KSH Employee Stock Option Scheme 2025’ (“ESOP 2025” or “Scheme”).</p> <p>The primary objectives of the Scheme are to reward the Employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract and retain the key talents by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability. The Company views Employee Stock Options as a long-term incentive tool that would assist in aligning Employees’ interest with that of the shareholders and enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future.</p>												
The total number of options, SARs, shares or benefits , as the case may be, to be offered and granted;	<p>Every 01 (One) Options are exercisable for 01 (One) Equity Share, each fully paid-up, on payment of the Exercise Price to the Company as determined in accordance with KSH ESOP 2025, subject to any corporate action required by the Board and/or Shareholders of the Company in accordance with Applicable Law.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #ff0000; color: white;"> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">Details</th> </tr> </thead> <tbody> <tr> <td>Total Options Pool</td> <td style="text-align: right;">17,04,546</td> </tr> <tr> <td>Total Options granted</td> <td style="text-align: right;">107,413</td> </tr> <tr> <td>Options cancelled*</td> <td style="text-align: right;">778</td> </tr> <tr> <td>Options exercised</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Total number of options in force</td> <td style="text-align: right;">106,635</td> </tr> </tbody> </table>	Particulars	Details	Total Options Pool	17,04,546	Total Options granted	107,413	Options cancelled*	778	Options exercised	-	Total number of options in force	106,635
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Particulars	Details
	<p><i>*778 Options stood cancelled on account of resignation by 3 employees whom these Options were granted and a disclosure to this effect was made in the quarterly shareholding pattern filed with the Stock Exchanges for the quarter ended March 31, 2026.</i></p> <p>If the Options granted to an Employee expire, cancelled, surrendered, forfeited or become un-exercisable, in part or in full, without having been exercised, such Options, whether Vested or Unvested, will be added back to the Option Pool and would be available for grant at a future date to any Employee of the Company in accordance with Applicable Laws.</p>
Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);	<p>Employee means:</p> <ol style="list-style-type: none"> a. an employee as designated by the Company, who is exclusively working in India or outside India; or b. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group; but excluding an Independent Director; or c. an employee as defined in sub-clauses (a) or (b) above; of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include: <ol style="list-style-type: none"> i. an employee who is a Promoter or a person belonging to the Promoter Group; or ii. a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company
Requirements of vesting and period of vesting;	<p>The Options granted under the KSH ESOP 2025 shall Vest not earlier than the minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 6 (Six) years from the date of Grant. The Committee at its discretion may Grant Option specifying Vesting Period ranging from minimum and maximum period as afore stated.</p> <p>Provided that in the event of death or Permanent Incapacity, the minimum Vesting Period of 1 (one) year shall not be applicable and in such instances, the Options shall Vest on the date of death or Permanent Incapacity, as the case may be.</p> <p>Provided further that in case where Options are granted by the Company under the Scheme in lieu of Option held by a person under a similar Scheme in another company (“Transferor Company”) which has merged or amalgamated with the Company, the period during which the Option granted by the Transferor Company were held by him shall be adjusted against the minimum Vesting Period required under this Sub-clause and shall be subject to compliance with the Applicable Laws.</p>

Particulars	Details
	Provided further that in case of Retirement, all the Unvested Options as on the date of Retirement would continue to Vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the Committee in accordance with the Company's Policies and provisions of the prevailing Applicable Laws.
Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options /SARs/ benefits shall be vested	Maximum Vesting Period of 6 (Six) years from the date of Grant.
Exercise price, SAR price, purchase price or pricing formula	The Exercise Price per Option shall be determined by the Committee and set out in the Grant Letter and shall not be less than the face value of the Equity Share and may be upto the Fair Market Value of an equity Share of the Company, determined prior to Grant Date prior to listing, or the market Price of the Equity Share of the Company as on the Grant Date.
Exercise period/offer period and process of exercise/acceptance of offer	The Exercise Period in respect of Vested Options shall be subject to maximum period of 4 (four) years from the date of Vesting of Options or such shorter period as may be prescribed by the Committee at the time of Grant. The Option Grantees can Exercise all or part of the Vested Options within the Exercise Period.
The appraisal process for determining the eligibility of employees for the scheme(s);	Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.
Maximum number of options, SARs, shares, as the case may be , to be offered and issued per employee and in aggregate, if any;	The maximum number of Options under the Scheme that may be granted to each Employee, per Grant and in aggregate (taking into account all Grants) vary depending upon the designation and the appraisal/ assessment process, however, shall not exceed 5,68,182 (Five Lakh Sixty Eight Thousand One Hundred and Eighty-Two) Options, per Employee, at the time of Grant.
Maximum quantum of benefits to be provided per employee under a scheme(s);	The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible Employee.
Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	The Scheme is to be implemented and administered directly by the Company.
Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	The Scheme involves new issue of shares by the Company in compliance with the SEBI (SBEB & SE) Regulations and other applicable laws.
The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	Not Applicable as the plan will be directly implemented through direct route.
Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable as the plan will be directly implemented through direct route.

Particulars	Details
A statement to the effect that the company shall conform to the accounting policies specified in regulation 15;	The Company shall comply with the disclosure and accounting policies as prescribed by appropriate authority from time to time under the provisions of the Companies Act, 2013 and/ or SEBI (SBEB & SE) Regulations and other applicable IND AS and shall use fair value of Options would be calculated as per the prescribed method under the applicable regulations.
The method which the company shall use to value its options or SARs ;	The Company shall comply with the requirements of IND AS – 102 and shall use fair value method and the fair value options would be calculated as per prescribed method under the applicable regulations.
The following statement, if applicable: In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be Disclosed in the directors' report;	As the Company is adopting Fair Market Value method, presently there is no requirement for disclosure in Directors' Report.
Period of lock-in.	The Shares issued upon Exercise shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that and after Listing under the ICDR Regulations, or code of conduct framed, if any, by the Company, and under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
Terms & conditions for buyback, if any, of specified securities covered under these regulations.	The procedure for buy-back of Options granted under the Scheme is to be undertaken at any time by the Company, and the applicable terms and conditions, including: <ul style="list-style-type: none"> i. permissible sources of financing for buy-back; ii. any minimum financial thresholds to be maintained by the Company as per its last financial statements; and iii. limits upon quantum of Options that the Company may buy-back in a financial year.

Details of Key Managerial Personnel (“KMP”) and Senior Management Personnel (“SMP”) holding Options granted to them, as on the date of Notice as given below:

Sr. No.	Name of the Employee	Designation	Category	Details of Relationship with Promoters, Promoter Group, Directors and their relatives	Options granted
1.	Mr. Kushal Subbayya Hegde	Chairman and Executive Director, Promoter	KMP	NA [@]	
2.	Mr. Rajesh Kushal Hegde	Managing Director, Promoter	KMP		
3.	Ms. Rakhi Shetty	Executive Director, Promoter	KMP		
4.	Mr. Ganesh Prasad	Technical Director	KMP	Unrelated	16,891

Sr. No.	Name of the Employee	Designation	Category	Details of Relationship with Promoters, Promoter Group, Directors and their relatives	Options granted
5.	Mr. Amod Joshi	Chief Financial Officer	KMP	Unrelated	6,075
6.	Mr. Sandeep Sharma	Sr. Vice President - Sales & Marketing	SMP	Unrelated	9,260
7.	Mr. Suresh Patil	Asst. Vice President - Operations	SMP	Unrelated	4,430
8.	Mr. Sarthak Malvadkar	Former Company Secretary and Compliance Officer ⁵	Former KMP	Unrelated	1,016

@None of the Promoters and members of Promoter Group including those who are directors of the Company are eligible for grant of options under the Scheme.

\$Mr. Sarthak Malvadkar had stepped down from the position of Company Secretary and Compliance Officer on March 31, 2026, and serving the Company in its Secretarial and Legal function.

Pursuant to Section 102 of the Act, the Board do hereby confirm that none of the directors and key managerial personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent of Options that have been or are to be granted to them, in accordance with the applicable law.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends the passing of the proposed resolution stated in Item No. 01 of Notice for approval of members as a *special resolution*.

“KSH Employee Stock Option Scheme 2025” and other documents referred to in the item no. 01 shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on cs.connect@kshinternational.com.

For KSH International Limited

Registered Office:

11/3, 11/4 & 11/5, Village Birdewadi, Chakan
Taluka-Khed, Pune, Pune, Maharashtra, India,
410501

Date: May 25, 2026

Place: Pune

By Order of the Board of Directors,




Nakul Shiyaji Patil
Company Secretary and Compliance Officer
Membership No. A-39990