Keshav CEMENT

Shri Keshav Cements and Infra Limited

Regd. Off: "Jyoti Tower' 215/2, Karbhar Galli, 6th Cross, Nazar Camp, M. Vadgaon, Belagavi-590 005.
☎ :09108009041
CIN No. : L23959KA1993PLC014104, Email: info@keshavcement.com Website : www.keshavcement.com

To
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

Date: 25/08/2026

Ref: Scrip Code: 530977
Scrip Name: M/s. Shri Keshav Cements and Infra Limited.

Dear Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice for convening the 33rd Annual General Meeting of the Company to be held on Friday, 18th September, 2026 at 10.00 A.M. at the registered office of the company. The copy of same is also available on the website of the Company viz., www.keshavcement.com.

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,

For **Shri Keshav Cements and Infra Limited**

NIKITA JAYANT KARNANI
Digitally signed by NIKITA JAYANT KARNANI
Date: 2026.08.25 11:02:04 +05'30'

Nikita Karnani
Company Secretary

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on Friday, 18th September, 2026 at 10.00 AM at "Jyoti Tower" 215/2, Karbhar Galli, Nazar Camp, M. Vadagon, Belagavi – 590005 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2026 and Profit and Loss Account for the year ended as on that date and the Reports of the Directors' and the Auditors' thereon.

2. To appoint a Director in place of Mr. Deepak Katwa (DIN: 00206445), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2027.**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Santosh Kalburgi & Co., Cost Auditors, re-appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2027, be paid remuneration of Rs. 95,000/- (Rupees Ninety-Five Thousand Only) in addition to applicable taxes and any reimbursement of expenses which may be incurred during the audit process.

   RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to do all necessary acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution."

4. **To reappoint Mr. Vilas Katwa (DIN: 00206015) as the Managing Director of the company.**

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

   "**RESOLVED THAT** pursuant to provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent of the members be and is hereby accorded to re-appoint

Mr. Vilas Katwa (DIN: 00206015), as the Managing Director of the Company, liable to retire by rotation, for a further period of five years i.e. from 27th May, 2027 to 26th May, 2032 at a payment of Managerial remuneration of Rs. 3,00,000/- per month or at such remuneration as may be recommended by the Nomination and Remuneration Committee, subject to the limits or extended limits as prescribed under section 197 and 198 of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and approved by the Board /Shareholders, as applicable, from time to time.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To approve remuneration of Mr. Vilas Katwa, Managing Director, in excess of the limits as prescribed under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and all other applicable provisions, if any, of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Managerial remuneration of Mr. Vilas Katwa, Managing Director of the company amounting to Rs. 3,00,000/- per month, which is in excess of the limits as prescribed under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 be and is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To approve remuneration of Mr. Venkatesh Katwa, Executive Director/Chairman, in excess of the limits as prescribed under section 197 of Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.**

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

"RESOLVED THAT pursuant to the provisions of Section 197 & 198 read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Managerial remuneration of Mr. Venkatesh Katwa, Executive Director/Chairman of the company amounting to Rs. 3,00,000/- per month which is in excess of the limits as prescribed under section 197 & Schedule V of the Companies Act, 2013, and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 be and is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **To approve remuneration of Mr. Deepak Katwa, Executive Director/CFO, in excess of the limits as prescribed under section 197 of Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.**

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

"RESOLVED THAT pursuant to the provisions of Section 197 & 198 read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Managerial remuneration of Mr. Deepak Katwa, Executive Director/CFO of the company amounting to Rs. 3,00,000/- per month which is in excess of the limits as prescribed under section 197 & Schedule V of the Companies Act, 2013, and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 be and is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **SHRI KESHAV CEMENTS AND INFRA LIMITED**

Sd/-	**Sd/-**
Venkatesh Katwa	**Vilas Katwa**
Chairman	**Managing Director**

Place: Belagavi
Date: 14/08/2026

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to business under Item No. 3 to 7 set above in this Notice to be transacted at the AGM is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and a proxy need not be a member. Proxies in order to be effective must be deposited at the registered office of the company duly completed, signed and stamped not less than 48 hours before the meeting.

3. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Members holding shares in physical form are requested to notify any change in their address to Company or to the RTA of the company i.e. MUFG Intime India Pvt. Ltd. C-101, Embassy 247 Park, L B S Marg, Vikhroli West, Mumbai 400083. Members holding shares in electronic form are requested to direct change of their address notifications and updation of their bank account details to their respective depository participants.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from 12th September, 2026 to 18th September, 2026 [both the days inclusive] for the purpose of the Annual General Meeting.

7. Members/proxies should bring the attendance slips sent herewith duly filled in, for attending the Meeting.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of Friday, 11th September, 2026.

10. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.

11. To Mr. Akshay Jadhav, Proprietor of Akshay Jadhav & Associates, Practicing Company Secretaries, having M. No. 12650, CP. No.20559, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

12. Non-resident Indian Members are requested to inform MUFG Intime India Pvt. Ltd., the registrars, of;

a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank A/c maintained in India with complete name, branch, account type, account number, address of the bank with pin code number, if not furnished earlier.

13. Payment of Dividend through ECS:

a) Members holding shares in physical form are advised to submit particulars of their bank account, viz, name address of the bank, 9 digit MICR code of the branch, type of account and account number to the company's RTA i.e. MUFG Intime India Pvt. Ltd. C-101, Embassy 247 Park, L B S Marg, Vikhroli West, Mumbai 400083.

b) Members holding shares in Demat form are advised to inform the particulars of their bank account to their respective Depository participants.

14. 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. Members who have not registered their e-mail address with company are requested to submit their request with e-mail address to MUFG Intime India Pvt. Ltd. Members holding shares in Demat form are requested to register/ update their e-mail address with their Depository Participant.

15. Pursuant to the relevant MCA Circulars and SEBI Circulars SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 Dated: 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 Dated: 15th January, 2021, SEBI/HO/ CFD/CMD2/ CIR/P/2022/62 Dated: 13th May, 2022, SEBI/HO /CFD/PoD-2/P/ CIR/2023/4 Dated: 05th January, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/CIR/ 2023/167 Dated: 07th October, 2023 and SEBI/HO/CFD /CFD-PoD-2/P/CIR/2024/133 Dated: 03rd October, 2024, the Notice of the 33rd AGM along with the instruction for e-voting, Attendance Slip and Proxy Form and the Annual Report for FY 2025-26 is being sent through electronic mode only to those shareholders whose e-mail addresses are registered with the Company/Depository Participants. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (LODR) Regulations, 2015, the Company has made arrangements to send letters to the shareholders whose e-mail addresses are not registered with the Company/ Registrar/DP, providing the weblink of Company's website from where the Notice of the AGM and the Integrated Annual Report for FY 2025-26 can be accessed. Further, the shareholders may download the copy of the Notice of the 33rd AGM and the full Annual Report from the company's website i.e. www.keshavcement.com and

the company shall send a hard copy of full Annual Report to those shareholders who request for the same.

16. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will as per Section 124 of the Companies Act, 2013 are transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. All shares in respect of which dividend have not been claimed for seven consecutive years or more are transferred by the Company in the name of Investor Education and Protection Fund. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF-5 and submission of the prescribed documents to the Fund.

17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Instructions for e-voting are annexed to the Notice.

18. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under Companies Act, 2013 and Rules made there under.

19. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of AGM.

20. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20th April, 2018 has mandated compulsory submission of Permanent Account Number (PAN) and Bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to company.

EXPLANATORY STATEMENT:

The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in Item No. 3 to 7 in the accompanying Notice of the Annual General Meeting.

Item No. 3

The Board, on the recommendation of the Audit Committee, at its meeting held on 29/05/2026 have approved the re-appointment of M/s. Santosh Kalburgi & Co,. Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of Rs. 95,000/- in addition to applicable taxes and any reimbursement of expenses which may be incurred during the audit process.

In accordance with the provisions of the Sec 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company and therefore, the consent of the members is sought for the same.

Accordingly, the Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 3 of the notice.

None of the Directors and Key Managerial Personnel are interested in the above resolution.

Item No. 4

Mr. Vilas H Katwa was re-appointed as the Managing Director of the Company at the 28th Annual General Meeting of the Company for a period of 5 years and his term expires on 26th May, 2027.

The Companies Act, 2013 provides for the re-appointment of Managing Director of the company not more than one year before the expiry of his term. As there is less than one year for the end of his tenure, the Nomination and Remuneration Committee, looking at the performance of Mr. Vilas H Katwa in the past years, has recommended to the Board his reappointment as the Managing Director of the company for a further period of 5 consecutive years beginning from 27th May, 2027 till 26th May, 2032 along with the Managerial remuneration of Rs. 3,00,000/- p.m. which is divided as follows:

Sl. No.	**Particulars**	**Remuneration per month**
1.	Basic	Rs. 1,00,000/- p.m.
2.	Dearness Allowance	Rs. 50,000/- p.m.
3.	Other Allowances	Rs. 1,50,000/- p.m.
	TOTAL	**Rs. 3,00,000/- p.m.**

The Board of Directors of the Company at their Meeting held on 14th August, 2026 recommended the resolution as set out in Item No. 04 in the accompanied notice for approval of the Shareholders.

Accordingly, the Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Apart from Mr. Vilas Katwa, none of the Directors or KMP's of the Company are interested in the resolution, except to the extent of their shareholding in the Company.

Item No. 5

The Managerial remuneration of Mr. Vilas Katwa, Managing Director of the company, on the recommendation of the Nomination & Remuneration Committee, was revised to Rs. 3,00,000/- p.m. since May, 2024 and the same is continued till date.

The remuneration is divided as follows:

Sl. No.	Particulars	Remuneration per month
1.	Basic	Rs. 1,00,000/- p.m.
2.	Dearness Allowance	Rs. 50,000/- p.m.
3.	Other Allowances	Rs. 1,50,000/- p.m.
	TOTAL	**Rs. 3,00,000/- p.m.**

Due to the loss incurred by the company for the Financial Year 2025-26, the company was required to follow the remuneration slabs as provided under Section II of Part II of Schedule V of the Companies Act, 2013 i.e. 'Remuneration payable by companies having no profit or inadequate profit' along with the limits provided under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The remuneration of Mr. Vilas Katwa is within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013, but beyond the limits as specified under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Accordingly, the consent of the Members is hereby sought for passing a Special Resolution to approve the Managerial Remuneration of Mr. Vilas Katwa which is in excess of the limits as specified under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Apart from Mr. Vilas Katwa, none of the Directors or KMP's of the Company are interested in the resolution, except to the extent of their shareholding in the Company.

Item No. 6

The Managerial remuneration of Mr. Venkatesh Katwa, Executive Director/Chairman of the company, on the recommendation of the Nomination & Remuneration Committee, was revised to Rs. 3,00,000/- p.m. since May, 2024 and the same is continued till date.

The remuneration is divided as follows:

Sl. No.	Particulars	Remuneration per month
1.	Basic	Rs. 1,00,000/- p.m.
2.	Dearness Allowance	Rs. 50,000/- p.m.
3.	Other Allowances	Rs. 1,50,000/- p.m.
	TOTAL	**Rs. 3,00,000/- p.m.**

Due to the loss incurred by the company for the Financial Year 2025-26, the company was required to follow the remuneration slabs as provided under Section II of Part II of Schedule V of the Companies Act, 2013 i.e. 'Remuneration payable by companies having no profit or inadequate profit' along with the limits provided under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The remuneration of Mr. Venaktesh Katwa, is in excess of the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Accordingly, the consent of the Members is hereby sought for passing a Special Resolution to approve the Managerial Remuneration of Mr. Venakatesh Katwa which is in excess of the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Apart from Mr. Venakatesh Katwa, none of the Directors or KMP's of the Company are interested in the resolution, except to the extent of their shareholding in the Company.

Item No. 7

The Managerial remuneration of Mr. Deepak Katwa, Executive Director/CFO of the company, on the recommendation of the Nomination & Remuneration Committee, was revised to Rs. 3,00,000/- p.m. since May, 2024 and the same is continued till date.

The remuneration is divided as follows:

Sl. No.	Particulars	Remuneration per month
1.	Basic	Rs. 1,00,000/- p.m.
2.	Dearness Allowance	Rs. 50,000/- p.m.
3.	Other Allowances	Rs. 1,50,000/- p.m.
	TOTAL	**Rs. 3,00,000/- p.m.**

Due to the loss incurred by the company for the Financial Year 2025-26, the company was required to follow the remuneration slabs as provided under Section II of Part II of Schedule V of the Companies Act, 2013 i.e. 'Remuneration payable by companies having no profit or inadequate profit' along with the limits provided under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The remuneration of Mr. Deepak Katwa, is in excess of the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The consent of the Members is hereby sought for passing a Special Resolution to approve the Managerial Remuneration of Mr. Deepak Katwa which is in excess of the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Apart from Mr. Deepak Katwa, none of the Directors or KMP's of the Company are interested in the resolution, except to the extent of their shareholding in the Company.

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

The remote e-voting period begins on 15th September, 2026 at 09:00 A.M. and ends on17th September, 2026 at 05:00 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. 11th 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 11th 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 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. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
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. 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.

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 for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

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 on NSDL e-Voting system.

How to cast your vote electronically 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.

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 CS Akshay Jadhav at csakshayjadhav@gmail.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Falguni Chakraborty 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 secretary@keshavcement.com.
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 secretary@keshavcement.com. 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.

DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, RELATING TO DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE AGM

I	Name:	Deepak H. Katwa
	DIN:	00206445
	Brief Resume:	Mr. Deepak Katwa, is a graduate MBA from the University of Okalhoma, United States. Having a very good commercial background he has made a very important contribution towards the finance and operations divisions of the company as well as the IT company that our group has established. It is during his time that the company continued to get three consecutive awards as the best exporter in North Karnataka for the IT division. His specialties are public relations, finance, operations and management. He is actively involved in settings up of the power plant to reduce the overall power cost for the cement plant.
	Nature of Appointment:	Re-appointment of Director liable to retire by rotation under section 152(6) of Companies Act, 2013.
	Nature of Expertise:	He is having wide experience in Financial matters and so he also holds the position of Chief Financial Officer (CFO) in the company.
	Relationship Between Directors inter-se:	Brother of Mr. Venkatesh Katwa & Mr. Vilas Katwa
	Directorship held in other companies:	1. Katwa Infotech Private Limited (Formerly Katwa Infotech Limited) 2. Shri Krishna Green Energy and Fuel Private Limited 3. Juhi Renewable Energy Private Limited
	No. of Shares held in the company:	22,24,800 Equity Shares
	Affirmation as per BSE circular no. List/Comp /14/2018-19 dated June 20, 2018	It is hereby affirmed that Mr. Deepak Katwa is not debarred or disqualified from holding the office of a director by virtue of any order from MCA/SEBI or any other such statutory authority.

I	Name:	Vilas H. Katwa
	DIN:	00206015
	Brief Profile and nature of expertise	Shri Vilas Katwa, is a graduate MBA from the University of Massachusetts, Boston. He stared his career in Information Technology working as a chief systems engineer, in McCormack Institute of Public Affairs at U-Mass Boston. On returning to India, he immediately joined the company at the Jt. Managing Director. As he gained experience in cement manufacturing he initiated many IT drives that gave good control over production, quality and management parameters. Also being an engineer in Industrial and Production discipline, he has initiated many policies and systems that boosted production to its maximum capacity. He is currently working on operation to improve the product/services while reducing the cost by utilizing instrumentation techniques. He is having wide experience in Cement industry, Information Technology and Industrial and Production discipline.
	Nature of Appointment:	Re-appointment as Managing Director under section 196(2) of Companies Act, 2013.
	Nature of Expertise:	He is having wide experience in Cement industry, Information Technology and Industrial and Production discipline.
	Relationship Between Directors inter-se:	Brother of Mr. Deepak Katwa & Mr. Venkatesh Katwa
	Directorship held in other companies:	1. Katwa Infotech Private Limited (Formerly Katwa Infotech Limited) 2. Shri Krishna Green Energy and Fuel Private Limited 3. Vanshika Renewable Energy Private Limited
	No. of Shares held in the company:	21,64,800 Equity Shares
	Affirmation as per BSE circular no. List/Comp /14/2018-19 dated June 20, 2018	It is hereby affirmed that Mr. Vilas Katwa is not debarred or disqualified from holding the office of a director by virtue of any order from MCA/SEBI or any other such statutory authority.

FORM NO. MGT – 11
PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

CIN	:	L23959KA1993PLC014104
Name of the Company	:	Shri Keshav Cements and Infra Limited
Registered Office	:	"Jyoti Tower", 215/2, 6th Cross, Nazar Camp, Karbhar Galli, Madavpura, Vadgaon, Belagavi- 590 005.

Client ID/Folio No.		Name and Address of the Shareholder
DP ID Number		
No. of Shares held		

I / We, being the member(s) of _____________ shares of the above named company, hereby appoint:

1. Name:..Address: .... Email id: ....

   Signature: .... or failing him/her

2. Name:..Address: .... Email id: ....

   Signature: .... or failing him/her

3. Name:..Address: .... Email id: ....

   Signature: .... or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on Friday, 18th September, 2026 at 10.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	Vote	
		For	Against
	ORDINARY BUSINESS		
1	To consider and adopt the Audited Balance Sheet as at 31st March, 2026 and Profit and Loss Account for the year ended as on that date and the Reports of the Directors' and the Auditors' thereon.		

2	To appoint a Director in place of Mr. Deepak Katwa (DIN: 0206445), who retires by rotation and being eligible, offers himself for reappointment.		
SPECIAL BUSINESS			
3	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2027.		
4	To reappoint Mr. Vilas Katwa (DIN: 00206015) as the Managing Director of the company.		
5	To approve remuneration of Mr. Vilas Katwa, Managing Director, in excess of the limits as prescribed under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.		
6	To approve remuneration of Mr. Venkatesh Katwa, Executive Director/Chairman, in excess of the limits as prescribed under section 197 of Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.		
7	To approve remuneration of Mr. Deepak Katwa, Executive Director/CFO, in excess of the limits as prescribed under section 197 of Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.		

Signed this .... Day of 2026

Signature of the Shareholder:

Please affix revenue stamp

Signature of the Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

SHRI KESHAV CEMENTS AND INFRA LIMITED
CIN: L23959KA1993PLC014104
Regd. Office: "Jyoti Tower", 215/2, 6th Cross, Nazar Camp, Karbhar Galli,
M. Vadgaon, Belagavi – 590 005
Email: info@keshavcement.com Ph: +91-9108009041

ATTENDANCE SLIP

Folio No.		Name and Address of the Shareholder
Client ID / DP ID Number		
No. of Shares held		

I hereby record my presence at the 33rd Annual General Meeting of the company held on Friday, 18th September, 2026 at 10.00 AM at the Registered office situated at 215/2, "Jyoti Tower", 6th Cross, Nazar Camp, Karbhar Galli, M. Vadgaon, Belagavi – Karnataka – 590005.

....
Signature of Shareholder / Proxy

Note: Please bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Route Map of the AGM