



INCREDIBLE INDUSTRIES LIMITED

CIN-L27100WB1979PLC032200

Regd. Office: 14, N. S. Road, 2nd Floor, Kolkata-700001

Phone: 033-2242 8553, Fax- 033-2242 8551

Corporate Office: 'Lansdowne Towers', 2/1 A, Sarat Bose Road
Kolkata-700 020

Phone: 033-6638 4700, Fax- 033-6638 4729,

Website: www.incredibleindustries.co.in

E-mail- investorsiil@iilgroup.co.in

NOTICE IS HEREBY GIVEN THAT THE 47TH ANNUAL GENERAL MEETING OF INCREDIBLE INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, THE 18TH DAY OF SEPTEMBER, 2026 AT 02:30 P.M THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Kaloya (DIN: 07970640) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Sudhir Kumar Jain & Associates, Chartered Accountants (Firm Registration No. 318016E) as Statutory Auditors of the Company for a term of 5 (Five) consecutive years:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the rules") and any other applicable laws (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of, M/s. Sudhir Kumar Jain & Associates, Chartered Accountants, (Firm Registration No. 318016E), as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the 47th (Forty Seven) Annual General Meeting till the conclusion of the 52nd (Fifty Second) Annual General Meeting of the Company at a remuneration of Rs 6,50,000/- (Rupees Six Lacs Fifty Thousand Only) per Financial Year plus Goods & Service Tax ("GST") as applicable and other incidental expenses that may be incurred by them in connection with the Audit of Accounts of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution(s)."

SPECIAL BUSINESS

4. To approve Material Related Party Transaction(s) of the Company with Adhunik Corporation Limited for a period commencing from the conclusion of 47th Annual General Meeting to 48th Annual General Meeting of the Company :

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with relevant rules framed thereunder and Regulations 2(1)(zc), 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time and other applicable laws/ provisions/ circulars/ master circular, if any (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and pursuant to the recommendation & approval of the Audit Committee and the Board, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and / or to carry out and / or to continue with material contract(s) / arrangement(s) / transaction(s) whether individually or taken together or series of transactions or otherwise with

Adhunik Corporation Limited, being a related party of the Company under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or as fresh and independent transaction(s) or otherwise for a sum not exceeding Rs. 8,00,00,00,000/- (Rupees Eight Hundred Crores Only) for a period commencing from the conclusion of 47th Annual General Meeting (AGM) upto the conclusion of 48th Annual General Meeting (AGM) of the Company as detailed in table forming part of the Explanatory Statement annexed to this notice on such terms and conditions as detailed and as may be considered appropriate by the Board of Directors (including any authorized Committee thereof) provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby jointly or severally authorized to perform and execute all such acts, deeds and things, and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of such contracts/ arrangements/transactions, settle all questions, difficulties or doubts whatsoever that may arise in this regard, as they may in their sole and absolute discretion deem fit including delegation of such authority, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matters referred to or contemplated in this resolution(s), be and are hereby approved, ratified and confirmed in all respects."

5. To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2027:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Dipak Lal & Associates, Cost Accountants (Firm Registration No. 101491, appointed by the Board of Directors of the Company based on the recommendation of the Audit Committee as Cost Auditors of the Company to conduct the audit of the cost records maintained by the company for the Financial Year ending March 31, 2027 for a sum of Rs. 25,000/- (Rupees Twenty Five Thousand only) (plus Goods and Service Tax and out-of-pocket expenses), , , be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution(s)."

For and on behalf of the Board

Regd. Office:

14, N. S. Road, 2nd Floor

Kolkata- 700 001

Dated: 10th August, 2026

Sd/-

Bharat Agarwal

Company Secretary

(Membership No: FCS-11144)

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), Government of India, has, vide its General Circular No. 03/2025 dated 22 September 2025, read with General Circular No. 09/2024 dated 19 September 2024, General Circular No. 09/2023 dated 25 September 2023, General Circular No. 10/2022 dated 28 December 2022, General Circular No. 02/2022 dated 5 May 2022, General Circular No. 19/2021 dated 8 December 2021, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 20/2020 dated 5 May 2020 (collectively referred to as the "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 (the "SEBI Circular"), read with other applicable circulars and notifications issued from time to time, have permitted companies to convene their Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the MCA

Circulars and the SEBI Circular, the 47th Annual General Meeting ("AGM") of the Company is being convened and held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company situated at 14, N. S. Road, 2nd Floor, Kolkata – 700001..

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This limit will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel (KMP), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. Accordingly, in terms of MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance to the provisions of Section 112 and 113 of the Companies Act, 2013, the body corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
6. Members may note that in line with the MCA Circulars, the Notice of 47th AGM along with Annual Report for the financial year 2025-26, is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the company/depositories/ Registrar and Share Transfer Agent (RTA) of the Company. Members may note that the 47th AGM Notice and Annual Report has been uploaded on the website of the Company at www.incredibleindustries.co.in in the '[Investors Corner](#)' Section. The Notice as well as the Annual Report 2025-26 can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and Calcutta Stock Exchange (CSE) at www.bseindia.com, www.nseindia.com and www.cse-india.com respectively. The 47th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) at www.evotingindia.com.
7. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.incredibleindustries.co.in as soon as possible after the meeting is over.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out in Item Nos. 4 and 5 of the AGM Notice, to be transacted at the Meeting are annexed hereto.
9. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and SS-2 (Secretarial Standards on General Meetings) in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declaration for their appointment/re-appointment.
10. Members holding shares in physical mode are requested to register their E-mail Id with the Company's RTA and members holding shares in demat mode are requested to register their E-mail Id with their respective Depository Participants (DP) as explained in Point No. 24 below. If there is any change in the E-mail Id already registered with the Company, Members are requested to immediately notify such change to the RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
11. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the Company's RTA as explained in Point No. 24 below.
13. The Register of Members and Share Transfer Books of the Company will remain closed from 12th September, 2026 (Saturday) to 18th September, 2026 (Friday) (both days inclusive).
14. Members are requested to quote their folio number / DP ID, Client ID in all correspondences.
15. Members holding shares in physical form are requested to immediately notify change in their addresses, if any, to the Registrar and Transfer Agent of the Company, quoting their Folio Number (s) with a self-attested copy of address proof i.e. Voter Identity Card, Electric / Telephone (BSNL) Bill or Driving License or Bank Statement or Passport before 11th September, 2026 (Friday).
16. Members are requested to address all correspondence to the Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001.
17. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

The above amendment does not prohibit the members from holding the shares in physical form. They have an option of holding shares in physical form. However, any member who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized.
18. The Ministry of Corporate Affairs, vide its circular No. 17/2012 dated 23rd July, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the company's website. There are no unpaid and unclaimed dividends in the books of the Company as on 31st March, 2026.
19. The shareholders whose dividend/ shares are transferred to the IEPF Authority can now claim their shares from the IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated E-mail ID in its records. Members are thus requested to kindly submit their E-mail ID and other details as explained in point no. 24 below.
21. Members who have not registered their E-mail address so far are requested to register their E-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
22. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN to the RTA.
23. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" in 2011 by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent to the shareholders in Electronic Mode.
24. To support this green initiative of the Government in full measure, members who have not yet registered their e-mail addresses, PAN and phone number are requested to follow the process mentioned below-

a) Members holding shares in physical mode are requested to update their e-mail addresses, PAN and phone number with the Company's Registrar and Share Transfer Agent (RTA) in order to receive notice of 47th Annual General Meeting, Annual Report (2025-26) and login credentials for e voting by uploading the same at:

Link for updation of e-mail ID- <https://mdpl.in/form>

Link for updation of PAN- <https://mdpl.in/form>

- b) Members holding shares in dematerialized mode are requested to register/update their e-mail addresses, PAN and phone number with the relevant Depository Participants.

25. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 47th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“**remote e-voting**”) will be provided by Central Depository Services (India) Limited (CDSL).

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins on Tuesday, 15th September, 2026 (09:00 a.m. IST) and ends on Thursday, 17th September, 2026 (5:00 p.m. IST). During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e Friday, 11th September, 2026, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated 9th December, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication and you will be able to see e-voting 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 name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting

their Depository Participants	service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
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.
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.co.in or call 022 - 4886 7000 and 022 - 2499 7000.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders, holding shares in Demat form & physical shareholders.**
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - Click on “Shareholders” module.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company’s records in order to login. If both details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by

the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant **INCREDIBLE INDUSTRIES LIMITED** on which you choose to vote.
- k) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- m) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- n) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- p) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

vi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “**Corporates**” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorsil@iilgroup.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

vii) Process for those shareholders whose e-mail addresses are not registered for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For Physical shareholders- please provide necessary details like 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 Aadhaar Card) by e-mail to **Company/RTA 's respective e-mail id**.
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.

27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

- i) The procedure for attending meeting & e-Voting on the day of the AGM/ is same as the instructions mentioned above for Remote e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- iv) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio and Video loss due to fluctuation in the respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by sending their request in advance at least 5 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at investorsil@iilgroup.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days mentioning their name, demat account number/folio number, email id, mobile number at investorsil@iilgroup.co.in. These queries will be replied by the company suitably by e-mail.
- viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

28. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of **Friday, 11th September, 2026**.

29. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, E-mail addresses, nominations, change of address, change of names etc. if any, to their Depository Participant (DP) only before 11th September, 2026. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.

30. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting during the AGM.

31. The Board of Directors of the Company has appointed CS Mohan Ram Goenka failing him CS Sneha Khaitan Jalan, Partner, MR & Associates, Practicing Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the e-voting process for AGM in a fair and transparent manner.

32. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut -off date i.e. **11th September, 2026** may obtain the User Id and password by sending a request at investorsiiil@iilgroup.co.in or the Registrar at mdpldc@yahoo.com. However, if the member is already registered with CDSL for remote e-voting, then he can use his existing user ID and password for casting the vote through e-voting.

33. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

34. Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within two working days of conclusion of the AGM.

35. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.incredibleindustries.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and same shall simultaneously be communicated to the Stock Exchanges.

36. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. **18th September, 2026**.

37. As the 47th AGM is being held through VC/OAVM, the route map, attendance slip and proxy form is not annexed to this Notice.

38. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 47th Annual General Meeting. Members seeking to inspect such documents are required to send an email to investorsiiil@iilgroup.co.in.

39. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.incredibleindustries.co.in/download/21627289991.pdf>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.

40. 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 advised to not 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.

41. The Securities and Exchange Board of India ("SEBI") has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January, 2022, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company.

42. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the Company's Registrar are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. In case the securities continue to remain frozen as on 31st December, 2025, such securities shall be referred by the Registrar/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or Prevention of Money Laundering Act, 2002.

43. Special Window for lodgement of physical share transfer requests: Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated 6th February 2026, a special window is opened till 4th February, 2027, to facilitate

lodgement of transfer requests executed before 1st April, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents.

Eligible shareholders are requested to submit the requisite documents before 4th February, 2027 to RTA Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien marked or pledged.

EXPLANATORY STATEMENT

[STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“ACT”)]

The following statement sets out all material facts as required under Section 102 and other applicable provisions, if any, of the Act, read with rules framed thereunder and SEBI Listing Regulations relating to the ordinary / special business mentioned in the accompanying notice dated 10th August, 2026 and shall be taken as forming part of the notice.

As regards the material related party transactions, the explanatory statement also contains the disclosures required under Industry Standards on “Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions” (“ISN”) formulated by Industry Standard Forum in consultation with the Securities and Exchange Board of India (“SEBI”), issued on June 26, 2025 and effective from September 01, 2025.

ITEM NO. 3

In terms of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, made thereunder, lays down the criteria for appointment of Statutory Auditors. As per Section 139 of the said Act M/s. R. Gopal & Associates, Chartered Accountants, (Firm Registration No. 000846C) were appointed as Statutory Auditors of the Company to hold office until the conclusion of this 47th Annual General Meeting of the Company on account of completion of their first tenure. The existing tenure of M/s. R. Gopal & Associates, Chartered Accountants, (Firm Registration No. 000846C) will expire on the conclusion of this 47th Annual General Meeting of the Company.

Accordingly on the recommendation of the Audit Committee and the Board of Directors of the Company (‘the Board’) at its meeting held on Monday, August 10, 2026 has considered and recommended the appointment of M/s. Sudhir Kumar Jain & Associates, Chartered Accountants (Firm Registration No. 318016E) as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of this 47th (Forty Seventh) Annual General Meeting till the conclusion of the 52nd (Fifty Second) Annual General Meeting, at a yearly remuneration of Rs. 6,50,000/- (Rupees Six Lacs Fifty Thousand Only) Only) plus GST as applicable and other incidental expenses that may be incurred by them in connection with the Audit of Accounts of the Company. There is no change in the remuneration of the current and proposed Statutory Auditors of the Company.

M/s. Sudhir Kumar Jain & Associates has 39 years of experience in the field of Statutory Audit, Concurrent Audit, Internal Audit, Transaction Audit, Taxation related matters, Company Law Matters and other allied services. It has undertaken assignments involving financial and operational audits, project and transaction reviews, fixed assets, inventory, working capital, management reporting, taxation and regulatory compliance. The firm has 7 (Seven) Partners and has a valid Peer Review Certificate as on date.

The Audit Committee and the Board considered various parameters like capability to serve a diverse business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clients served, technical knowledge, relevant experience etc, and found M/s. Sudhir Kumar Jain & Associates, Chartered Accountants, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The proposed Auditors have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors of the Company and certified that they satisfy the criteria provided under Section 141 of the Act and rules made thereunder.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

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

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the members.

ITEM NO. 4

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aims to ensure transparency in the transactions entered into by the Company with its related parties from time to time. The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time states that no company shall enter transaction with a Related Party except with the consent of the Board and members of the Company provided that nothing shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. The transaction with the related parties as per the resolution as mentioned in Item no. 4 are at arm's length basis and in the ordinary course of business of the Company.

Further, the Securities and Exchange Board of India ("SEBI"), vide its notification dated 18th November, 2025 notified SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment), Regulations, 2025 ("Amendments") introducing amendments to the provisions pertaining to Related Party Transactions under the SEBI (LODR) Regulations.

Pursuant to the aforesaid amendments inter-alia included turnover based thresholds for determining materiality of Related Party Transactions by inclusion of Schedule XII to the SEBI Listing Regulations. the listed entity whose annual consolidated turnover is up to 20,000 Crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year exceeds 10 per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company is required to enter into various contracts or arrangements with Adhunik Corporation Limited, its "Related Party" as mentioned in Resolution in Item No. 4 for a period commencing from the conclusion of the 47th Annual General Meeting up to the 48th Annual General Meeting of the Company in the ordinary course of its operations at arm's length basis. These transactions are estimated at Rs. 8,00,00,00,000/- (Rupees Eight Hundred Crores only) details of which are provided in the table forming part of this explanation which may be likely to exceed 10% of the Annual Consolidated Turnover of the Company as per the last audited financial statements of the Company. Thus, these transactions qualify under material related party transactions and since such transactions are repetitive in nature, the Company is required to obtain omnibus approval for material related party transactions from the members of the Company. Accordingly, approval of the members of the Company is sought for omnibus approval for material related party transactions entered or to be entered with related parties or a period commencing from the conclusion of the 47th Annual General Meeting up to the 48th Annual General Meeting of the Company by passing an Ordinary Resolution.

The transactions not only help smoothen business operations for both the companies but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

The management has provided the Audit Committee with the relevant details of proposed RPTs including material terms and basis of pricing. All Independent Directors in the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with Adhunik Corporation Limited, for an aggregate value upto ₹ 800 crores during the period from conclusion of 47th Annual General Meeting to 48th Annual General Meeting to be held in the year of 2027. The Audit Committee has noted that the said transactions with Adhunik Corporation Limited will be in the ordinary course of business of the Company and at an arm's length basis.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

A(1)	<u>Basic details of the related party</u>	
S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Adhunik Corporation Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacture of Iron & Steel

A(2)	<u>Relationship and ownership of the related party</u>	
S. No.	Particulars of the information	Information provided by the management

1.	Relationship between the listed entity/subsidiary¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	a) Mr. Rama Shankar Gupta, Mr. Sanjay Kaloya, Mr. Raj Prakash Verma, Mrs. Sonam Agarwal and Mrs. Shilpi Modi are common Directors between both the Company. b) There is no cross holding between Adhunik Corporation Limited and Incredible Industries Limited.
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A(3)	<u>Details of previous transactions with the related party</u>			
S. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	S. No.	Nature of Transaction	FY 2025-26 (Rs. in Lacs)
		1.	Purchase of Raw Materials	46,446.22
		2.	Sale of Goods	2,089.05
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Up to 30.06.2026 (FY-2026-27) a) Purchase of Raw Materials- Rs. 7,191.57 Lacs b) Sale of Goods- Rs. 643.48 Lacs		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL		

A(4)	<u>Amount of the proposed transaction(s)</u>			
S. No.	Particulars of the information	Information provided by the management		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	For a period from the conclusion of 47 th AGM to 48 th AGM to be held in the year of 2027. <u>For Purchase:</u> Maximum amount Rs. 7,50,00,00,000/- (Rupees Seven Hundred and Fifty Crores only) <u>For Sale:</u> Maximum amount Rs. 50,00,00,000/- (Rupees Fifty Crores only)		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Rs. 8,00,00,00,000/- constitutes 95.20 % of the Company's Annual Consolidated Turnover* for the financial year ended 31 st March, 2026. <i>* Turnover includes Revenue from Operations</i>		

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Rs. 8,00,00,00,000/- constitutes 95.20 % of the Company's Annual Consolidated Turnover* for the financial year ended 31 st March, 2026. <i>* Turnover includes Revenue from Operations</i>
6.	Financial performance of the related party for the immediately preceding financial year:	The Financial performance of the Related Party Adhunik Corporation Limited on standalone basis for the FY-2025-26 (Provisional) is as under- a) Turnover- Rs. 51,939.47 Lacs b) PAT- Rs. 567.21 Lacs c) Net Worth- Rs. 17,258.68 Lacs

A(5)		
Basic details of the proposed transaction		
S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods and purchase of goods
2.	Details of each type of the proposed transaction	Purchase of Raw Materials and Sale of Finished Goods / By-product
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For a period from the conclusion of 47 th AGM to 48 th AGM to be held in the year of 2027.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Approval of the Members is being sought for material RPTs for the period from conclusion of 47 th AGM to 48 th AGM to be held in the year of 2027. For Purchase: Maximum amount Rs. 7,50,00,00,000/- (Rupees Seven Hundred and Fifty Crores only) For Sale: Maximum amount Rs. 50,00,00,000/- (Rupees Fifty Crores only)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Arrangement is beneficial and in the interest of the Company as it gets assurance of supply of continuous and good quality of raw materials for its production unit, so that the output is in line with Indian Standards as well as a regular buyer for its By-products. It is to be noted that these transactions are in the ordinary course of business of the Company and at arm's length basis.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Rama Shankar Gupta- Chairman & Managing Director Mr. Sanjay Kaloya- Director Mr. Raj Prakash Verma- Director

		Mrs. Sonam Agarwal- Independent Director Mrs. Shilpi Modi- Independent Director All the above directors hold directorship in the Related Party.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	NIL.

B(1)	<u>Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</u>	
S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable.
2.	Basis of determination of price.	Arm's Length Price basis only.
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Various amounts from time to time as per the terms of transaction finalized time to time.
	b. Tenure	For a period from the conclusion of 47 th AGM to 48 th AGM to be held in the year of 2027.
	c. Whether same is self-liquidating?	Yes

The Audit Committee and the Board of Directors have approved the said material related party transaction which was placed before them in their meeting held on 10th August, 2026 subject to the member's approval..

The Audit Committee of the Company has reviewed the certificate provided by the Chief Executive Officer/ Managing Director/ Whole Time Director/ Chief Financial Officer/ Manager of the Company confirming that the terms of transactions proposed to be entered into with the related party are in the interest of the Company.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommended the resolution(s) at Item No. 4 of the Notice for approval of Members as an Ordinary Resolution in terms of the Act and the SEBI (LODR) Regulations, 2015.

The Members may please note that in terms of provisions of the SEBI (LODR) Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 4 of the accompanying Notice, whether the entity is related party to the transaction or not.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except Mr. Rama Shankar Gupta, Mr. Sanjay Kaloya, Mr. Raj Prakash Verma, Mrs. Sonam Agarwal and Mrs. Shilpi Modi who are directors in Adhunik Corporation Limited. In addition to the above, none of the promoters of the Company holds any shareholding interest in Adhunik Corporation Limited as per Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

Pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the company at the general meeting. The Board of Directors has, on the recommendation of Audit Committee, approved the appointment of M/s. Dipak Lal & Associates, Cost Accountants (Firm Registration Number 101491), as Cost Auditor of the Company, at a remuneration of Rs. 25,000/- (plus Good and Service Tax and out-of-pocket expenses) to conduct the audit of the cost records maintained by the Company for the financial year ending on 31st March, 2027.

M/s. Dipak Lal & Associates, Cost Accountants have the necessary experience in the field of cost audit and have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

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

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ANNEXURE TO ITEM NUMBER 2 OF THE NOTICE

Details of Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting
[in pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2)]

Name of the Director	Sanjay Kaloya
DIN	07970640
Date of Birth / (Age in Years)	22/08/1971 (55 Years)
Date of Appointment for present designation	16/09/2021
Date of first appointment on Board	24/03/2021
Brief Resume of Director	Mr. Sanjay Kaloya, aged about 55 years, is a Commerce Graduate from Calcutta University. He is having sound knowledge in the field of marketing in iron and steel industry and having requisite experience of around 23 years in its respective field. He is also having good knowledge of accounts and banking related matters.
Qualification	Commerce Graduate from Calcutta University.
Nature of expertise in specific functional areas	23 years of sound experience in finance and marketing.
Terms and conditions of Appointment / Re-appointment	Tenure as a director is subject to the provisions of Companies Act, 2013 liable to retire by rotation.
Details of remuneration sought to be paid	Sitting Fees in compliance with the provisions of Section 197 of Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
Remuneration last drawn (2025-26)	Sitting Fees- Rs. 60,000/-
Shareholding in the Company directly or as a beneficial owner	NIL
No. of Board meetings attended during the F.Y. 2025-26	6/6
List of other Companies (including listed companies) in which holds directorship as on 31.03.2026	Adhunik Corporation Limited

Chairmanship /Membership of committees of Directors of other Companies (including listed companies) as on 31.03.2026 *	1. Adhunik Corporation Limited: a) Nomination and Remuneration Committee- Member b) Management and Finance Committee- Member
Name of Listed Companies from which the Director has resigned in last three years.	NIL
Skills and Capabilities required for the role and manner in which the proposed person meets the requirements.	Not Applicable
Relationships between directors inter-se	Not Applicable
Relationships with Manager and other Key Managerial Personnel	Not Applicable

*Only Audit Committee and Stakeholder's Relationship Committee has been considered.

Registered Office:

14, N. S. Road, 2nd Floor
Kolkata-700 001.

Dated: 10th August, 2026

For and on behalf of the Board

Sd/-

Bharat Agarwal
Company Secretary
(Membership No: FCS 11144)